

Exhibit G
DDWI Current Bylaws

See attached.



Delta Dental of Wisconsin, Inc. Bylaws

Adopted Effective October 30, 2020

Amended Bylaws

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Delta Dental of Wisconsin, Inc.

Amended Bylaws

ARTICLE I

Name, Location and Purposes

The name, location of principal office and purposes of Delta Dental of Wisconsin, Inc. (the “Corporation”) shall be set forth in the Articles of Incorporation.

ARTICLE II

Directors

Section 1. *Number, Term and Qualifications.*

(a) ***Number and Term.*** The Board of Directors (the “Board”) shall consist of no fewer than nine (9) and no more than thirteen (13) directors, with the exact number of directors set by the Board from time to time by resolution. Directors shall be elected at the annual meeting of the Board by vote of a majority of the directors then in office. The directors, except the President if the President is also a director, shall be divided into three classes in respect to term of office with each class being as equal in number as possible and each class shall be elected for a three (3) year term. One class shall be elected at the annual meeting in each year so that one-third of the Board is elected annually and the directors’ terms are staggered over three consecutive years. Each individual shall be eligible to serve as a director until the earlier of the completion of four (4) consecutive terms of three (3) years each or upon expiration of the term in which the director attains age seventy-five (75).

The President of the Corporation may be a member of the Board during his or her term of office if elected by the Board. If the President is not elected a member of the Board, he or she shall nevertheless be an ex-officio non-voting member of the Board and shall have the right to notice of and to attend all Board and committee meetings, except that the President shall not have the right to attend a Board meeting, or that part of a Board meeting, during which the Board will discuss personnel matters related to the President.

(b) ***Qualifications.*** The majority of directors must be individuals who are not Participating Providers or the spouses of Participating Providers, and who do not have a significant financial interest in any entity or organization which provides dental or other health care services to the Corporation. A minority of director positions may be filled by individuals who are licensed to practice dentistry in the State of Wisconsin and who have entered into Participating Provider Agreements with the Corporation. If such a director ceases to be a Participating Provider with the Corporation because he or she has fully

retired from the practice of dentistry, the director may complete his or her current term but may not be a candidate for another term as director. If a director who is a Participating Provider ceases to be a Participating Provider because either the Corporation or the dentist has terminated his or her Participating Provider Agreement with the Corporation, the director's membership on the Board shall automatically cease on the date the Participating Provider Agreement terminates.

Section 2. *Resignation of a Director.* Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice or, if the time is not specified, on the date the President or Secretary receives the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. *Removal of a Director.* Any director may be removed for any reason by resolution of a two-thirds (2/3) majority vote of the entire Board or a three-fourths (3/4) majority vote of a quorum present at any meeting, provided a 30-day minimum notice of proposed action was included in the notice of such meeting.

Section 4. *Vacancies.* Whenever any vacancy on the Board shall occur by death, resignation, removal or otherwise, including a vacancy created by an increase in the number of directors, the remaining members of the Board at a meeting called for that purpose or at any regular meeting shall, by a vote of a majority of the directors then in office, elect a director or directors to fill such vacancy or vacancies. Each replacement director so elected shall hold office for the remainder of the term of the vacating director. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs as provided above, but the new director may not take office until after the vacancy occurs.

Section 5. *Regular meetings.* The annual meeting of the Board shall be held in December of each year at a time and place fixed by the Board. The Board may hold such other regular meetings as it shall by resolution determine. Such meetings may be held either within or without the State of Wisconsin. Written notice of each regular meeting shall be delivered personally, electronically to the email address designated by each director or mailed to each director at the director's business address, or at such other address as the director shall have designated in writing filed with the Secretary, in each case not less than ten (10) days prior to such meeting.

Section 6. *Special meetings.* Special meetings of the Board may be called by or at the request of the Chairperson or any five (5) directors by written notice delivered personally, electronically to the email address designated by each director or mailed to each director at the director's business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than ten (10) days prior to such meeting. Special meetings shall be held within the State of Wisconsin at the place designated in the notice. If no other place is designated, the place of the meeting shall be the principal business office of the Corporation in the State of

Wisconsin. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice of such meeting.

Section 7. *Meetings by Electronic Means of Communication.* To the extent provided in these Bylaws, the Board, or any committee of the Board, may, in addition to conducting meetings in which each director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that (1) all participating directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director, and that each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 8. *Action Without a Meeting.* Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of ch. 613 and the applicable provisions of ch. 181 of the Wisconsin Statutes to be taken by the Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last director signs the consent or upon such other effective date as is specified in the consent.

Section 9. *Waiver of Notice.* A director may waive any notice required by these Bylaws or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the director, and retained in the corporate record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board meeting need be specified in the waiver of notice of the meeting.

Section 10. *Quorum.* A majority of the Board serving at a particular time shall constitute a quorum for the transaction of business, and the act of the majority of the directors at any meeting at which there shall be a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the directors, the directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 11. *Compensation.* Directors may receive compensation for their services, as well as expenses for attendance at each meeting of the Board or committee thereof, as established from time to time by resolution of the Board. A director may also provide services to the Corporation in a consulting or other capacity and receive reasonable compensation therefor. Directors who are employees of the Corporation shall

not receive any compensation for attendance at meetings of the Board or committees thereof unless otherwise provided herein.

ARTICLE III

Committees of Directors

Section 1. ***General.*** The Standing Committees of the Board shall consist of a Finance and Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee which shall be comprised as set forth herein. The Board may designate such other committees from time to time as it deems fit by resolution adopted by a majority of the entire Board and shall establish the duties and responsibilities of each such committee when constituted by the Board. Each committee shall consist of three (3) or more directors who shall serve thereon at the pleasure of the Board. The Board may elect one (1) or more of its members as alternate members of any committee who may take the place of any absent member at any meeting of such committee. The Board may designate a person not a member of the Board as an ex-officio member of any committee, without voting rights. All committees shall keep regular minutes of their proceedings and report same to the Board. The Chairperson shall be an ex officio voting member of all committees. The President shall be a voting member of the Nominating and Governance Committee. The President shall be an ex-officio member of all other committees but shall have no vote except if otherwise appointed as a member of the committee.

Section 2. ***Finance and Audit Committee.*** The Finance and Audit Committee shall consist of three (3) members or such greater number as may be designated by resolution of the Board which shall be nominated by the Nominating and Corporate Governance Committee and elected by the Board. At least fifty-one percent (51%) of the membership shall consist of persons who are not Participating Providers or the spouses of Participating Providers and who do not have a significant financial interest in any entity or organization which provides dental or other health care services to the Corporation. Members shall serve at the pleasure of the Board, and shall exercise such duties and responsibilities as are established in the Finance and Audit Committee Charter and as otherwise may be established by resolution of the Board including, without limitation, reviewing and making recommendations as to audit information and reports, the adequacy of the Corporation's reserves, and corporate investments.

Section 3. ***Nominating and Corporate Governance Committee.*** The Nominating and Corporate Governance Committee shall consist of three (3) members or such greater number as may be designated by resolution of the Board. Only those members whose terms do not expire at the next annual meeting are eligible to serve on the Nominating and Corporate Governance Committee for the purpose of nominating director candidates to stand for election at such annual meeting. Members of the Committee for the next year shall be recommended by the Nominating and Corporate Governance Committee of the current year and shall be elected by the Board. Members shall serve at the pleasure of the Board, and shall exercise such duties and responsibilities as are established in the Nominating and Governance Committee Charter and as otherwise may be established by

resolution of the Board, including, without limitation, making recommendations to the Board for filling vacancies on the Board, the re-election of Board members, membership on and chairpersons of all Standing Committees, and the designation of the principal officers of the Corporation (Chairperson of the Board, President, Secretary and Treasurer).

Section 4. *Compensation Committee.* The Compensation Committee shall consist of three (3) members or such greater number as may be designated by resolution of the Board. The Chairperson of the Board and the Chairperson of the Finance and Audit Committee shall automatically be members of the Compensation Committee and the Nominating and Corporate Governance Committee shall recommend such additional director members for election by the Board to the Compensation Committee. Members shall serve at the pleasure of the Board, and shall exercise such duties and responsibilities as are established in the Compensation Committee Charter and as otherwise may be established by resolution of the Board, including without limitation, reviewing director compensation and the compensation of the President and senior management staff, and shall recommend suggested changes in compensation to the Board.

ARTICLE IV

Officers

Section 1. *Principal Officers.* The principal officers of the Corporation shall be the Chairperson of the Board, President, Secretary and Treasurer. The principal offices shall be held by at least (3) separate natural persons. The Chairperson must be a director of the Corporation. The President, Secretary and Treasurer need not be directors of the Corporation. The principal officers shall be appointed by the Board at its annual meeting.

Section 2. *Chairperson of the Board.* The Chairperson of the Board shall be elected by the Board at the Corporation's annual meeting. Each Chairperson shall be elected for an initial two (2) year term and thereafter may be elected by the Board to serve additional one (1) year terms to a maximum of eight (8) consecutive years as Chairperson of the Board. The Chairperson of the Board shall preside at all general and special meetings of the Board and shall perform such duties and responsibilities as may be assigned to the Chairperson by the Board. The Chairperson shall be an ex-officio member of all committees of the Board, unless otherwise appointed as a member of such committee of the Board. In the event of the Chairperson's temporary absence, the President shall preside at all general and special meetings of the Board. However, if and while there is no incumbent in the office of the Chairperson, or if the Chairperson is disabled or his or her absence is expected to be prolonged, the Board shall elect another of its members to be the Chairperson, and the member so elected shall have the duties and authority specified in this Article IV, Section 2.

Section 3. *President.* The President shall be appointed by the Board to hold office at its pleasure. The President shall be the chief administrative and executive officer of the Corporation and, subject to the Board's control, shall:

- (a) Superintend and manage the Corporation's business;
- (b) Coordinate and supervise the work of its other officers (except the Chairperson of the Board);
- (c) Employ, direct, discipline, and discharge its employees;
- (d) Fix the compensation of employees other than senior management, and propose the compensation of senior management to the Compensation Committee for consideration;
- (e) Employ agents, professional advisors, and consultants;
- (f) Perform all functions of a general manager of the Corporation's business;
- (g) Have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and
- (h) In general, perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board.

Section 4. *Secretary.* The Secretary shall:

- (a) Keep any minutes of the Board and its committees in one or more books provided for that purpose.
- (b) See that all notices are duly given in accordance with these Bylaws or as required by law;
- (c) Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- (d) In general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the President.

Section 5. *Treasurer.* The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all of the Corporation's funds and securities; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions, or other depositories as shall be selected in accordance with these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;
- (b) Have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all of the Corporation's financial transactions from the officers, employees, or agents transacting the same;
- (c) Keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any director of the Corporation upon request at that office;
- (d) Deliver to the Board, the Chairperson of the Board or the President whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year;
- (e) In general, perform all 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.

Section 6. *Vice Presidents.*

- (a) In the absence of the President, or in the event of his or her death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the Vice President (or, if there is more than one Vice President, the Vice Presidents in the order designated by the Board or, in the absence of any designation, in the order of their appointment) shall, subject to the direction of the Board, perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

- (b) Each Vice President shall perform such other duties and have such authority as from time to time may be assigned to him or her by the President.

Section 7. *General Officers.* The general officers of the Corporation of Vice President or above shall be appointed by the President, subject to approval by the Board.

Section 8. *Removal of Officers.* Any officer or agent of the Corporation may be removed by the Board, with or without cause, whenever in the judgment of the Board the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not itself create such contract rights.

Section 9. *Vacancies.* A vacancy in any office by reason of death, resignation, removal, disqualification, or any other cause shall be filled by the Board for the unexpired portion of the term.

Section 10. *Bond.* The Board shall require any principal or general officer or employee of the Corporation who is entrusted with its funds to give a bond for the faithful discharge of said officer's or employee's duties in such amount, and with such surety or sureties as the Board shall determine, or as may be required by law. All premiums for such bonds shall be paid by the Corporation.

ARTICLE V

Audits and Examinations

As soon as practicable after the close of each fiscal year, the Board shall require an examination of the books and records of the Corporation and an audit of its financial condition to be made by an independent consulting certified public accountant, or by a firm of such accounts.

ARTICLE VI

Contracts, Loans, Checks and Deposits, Special Corporate Acts

Section 1. *Execution of Contracts.* The Board shall designate the officers, employees and agents of the Corporation who shall have power to execute and deliver deeds, leases, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation. In the absence of such designation or delegation, such documents shall be executed by the President.

Section 2. ***Bank Accounts and Deposits.*** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President or the Treasurer, or by any other officer or agent of the Corporation to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 3. ***Checks, Drafts, etc.*** All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner, including the means of facsimile signature, as shall be determined from time to time by or under the authority of a resolution of the Board.

Section 4. ***Loans.*** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. ***Voting of Securities Owned by the Corporation.*** Subject always to the specific directions of the Board, (a) any shares or other securities issued by any other corporation and owned or controlled by the Corporation may be voted at any meeting of the security holders of such other corporation by the President of the Corporation if the President is present, and (b) whenever, in the judgment of the President, or in the President's absence, any designated Vice President, it is desirable for the Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by the Corporation, such proxy or consent shall be executed in the name of the Corporation by the President or any designated Vice President of the Corporation without necessity of any authorization by the Board or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by the Corporation the same as such shares or other securities might be voted by the Corporation.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII

Rules of Order

The latest edition of Robert's Rules of Order shall govern the conduct of meetings of the Board and all committees.

ARTICLE IX

Amendments


These Bylaws may be altered, amended or repealed in whole or in part, and any Bylaws may be adopted by a 2/3 majority vote of the entire Board or a 3/4 majority vote of a quorum present at any meeting, provided the proposed change or changes were included in the notice of such meeting and delivered to all directors at least 30 days in advance.

ARTICLE X

Indemnification

The Corporation shall, to the fullest extent authorized by Chapters 613 and 181 of the Wisconsin Statutes indemnify any director or officer of the Corporation against all reasonable expenses and against all liability incurred by a director or officer in any legal or other proceeding in which he or she was a party because he or she was a director or officer of the Corporation. The indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled to indemnification under law.

Adopted by the Delta Dental of Wisconsin, Inc.
Board of Directors on October 30, 2020

By: 
Anne Treankler, Secretary