

Exhibit 7

Proposed Amended and Restated Bylaws of the Company

**AMENDED AND RESTATED BYLAWS OF
SECURITY HEALTH PLAN OF WISCONSIN, INC.
Amended and Restated as of [January 1, 2025] (the “Effective Date”)**

**ARTICLE I OFFICES;
AGENT; RECORDS**

Section 1. Principal Office.

The corporation may have such offices, either within or without the State of Wisconsin, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 2. Registered Agent.

The corporation shall maintain a registered agent in the State of Wisconsin. The identity and address of the registered agent may be changed from time to time by filing the change with the Office of the Commissioner of Insurance pursuant to the provisions of the chapter 613 of the Wisconsin Statutes, the Wisconsin Service Insurance Corporation Law (the “*WSICL*”).

Section 3. Attorney for Service of Process.

The Wisconsin Commissioner of Insurance (“*Commissioner*”) is by law constituted attorney for the corporation to receive service of summons, notices, orders, pleadings, and all other legal process relating to any court or administrative agency in Wisconsin, except in cases in which the proceeding is to be brought by the state of Wisconsin, in which event the Wisconsin Department of Financial Institutions is by law constituted such attorney.

Section 4. Corporate Records.

The following documents and records shall be kept at the corporation’s principal office or at such other reasonable location as may be specified by the corporation:

- (a) Minutes of member and Board of Director meetings and any written notices thereof.
- (b) Records of actions taken by the member or directors without a meeting.
- (c) Records of actions taken by committees of the Board of Directors.
- (d) Accounting records.
- (e) Current Bylaws.

- (f) Written waivers of notice by the member or directors (if any).
- (g) Written consents by the member or directors for actions without a meeting (if any).

ARTICLE II MEMBERSHIP

Section 1. Classes of Members.

The corporation shall have a single class of voting members and the sole member of that class shall be Marshfield Clinic Health System, Inc. (“**MCHS**”), a Wisconsin non-profit, nonstock corporation. Any reference in these Bylaws to “member” or “members” or “sole corporate member” shall be deemed to refer only to such sole voting member unless otherwise specifically provided.

Section 2. Responsibilities and Voting Rights of Member.

- (a) In lieu of meetings, any action by the Member with respect to the Corporation, shall be evidenced by a consent in writing setting forth such action, signed by the President/Chief Executive Officer of MCHS, subject to such directives as may be issued by the Board of that corporation and filed in the minute book of the Corporation.
- (b) The member shall have the right to take or approve any and all of the following actions by or on behalf of the corporation:
 - (1) Approval (or disapproval) of the directors and removal of such directors, except ex officio directors (subject to the provisions of Section 2(a) of Article III below).
 - (2) Amendment of the Articles of Incorporation of this corporation.
 - (3) Amendment of these Bylaws.
 - (4) Merger, consolidation or dissolution of this corporation.
 - (5) The creation of any subsidiaries or affiliates of this corporation.
 - (6) Adoption of the annual budget prepared by this corporation and any actions taken by this corporation which would or could involve expenditures which exceed the approved budgeted amounts for such expenditures.
 - (7) Subject to the authority accorded to the corporation’s Audit and Compliance Committee, the approval of banking affiliations, accounting firms, and investment manager(s) or advisor(s).
 - (8) The selection and retention of the Chief Executive Officer (“**CEO**”) of this corporation.

- (9) The commitment of unbudgeted capital expenditures in excess of Two Hundred and Fifty Thousand dollars (\$250,000).
- (10) Subject to the authority accorded to the corporation's Audit and Compliance Committee, approval of the investment policy.
- (11) The making of any distributions to the member; *provided, however*, that any such distributions shall meet the requirements of Wis. Stats. §§ 613.69 and 181.1302.
- (12) The incurrence of debt or guaranteeing the debt of another.
- (13) Sale of any capital assets by this corporation with book or market value exceeding One Hundred Thousand dollars (\$100,000).
- (14) Admission of a new member, whether by transfer of a membership interest or otherwise.
- (15) Adoption of the mission, strategic plan, purpose, and goals of this corporation.
- (16) Fix reasonable compensation to its officers for services rendered.

Section 3. Manner of Acting.

The member shall act through a written consent setting forth the action so taken and signed by a duly authorized officer(s) of the member.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the corporation shall be managed by its board of directors ("**Board**" or "**Board of Directors**").

Section 2. Number and Qualifications of Directors.

- (a) The number of directors constituting the Board of Directors shall be sixteen (16), consisting initially of the seven (7) persons who are members of the Security Health Plan Board of Directors as of the Effective Date ("Security Directors"), seven (7) other persons who will be appointed by the Member upon nomination by Sanford Health Plan ("Sanford Directors"), the President/Chief Executive Officer of MCHS and the Chief Executive Officer of Sanford Health Plan. Both the President/Chief Executive Officer of MCHS and the Chief Executive Officer of Sanford Health Plan shall serve as *ex officio* ("Ex Officio Director") voting members for so long as he or she shall hold that office. The Board of Directors shall be divided into three (3) classes, with Class A and Class B each comprised of two (2) Security Directors and

two (2) Sanford Directors, and Class C comprised of three (3) Security Directors and three (3) Sanford Directors. The terms of each such class of the Board of Directors shall be as follows: The initial Class A directors shall serve until the first annual meeting of the Board of Directors following the Effective Date of these Amended and Restated Bylaws. The initial Class B directors shall serve until the second annual meeting of the Board of Directors following the Effective Date of these Amended and Restated Bylaws, and the initial Class C directors shall serve until the third annual meeting of the Board of Directors following the Effective Date of these Amended and Restated Bylaws. Following the expiration of the initial staggered terms of the Security Directors and Sanford Directors, the Security Directors and Sanford Directors will be appointed for an additional three-year term. If any Security or Sanford Director is, for any reason (including without limitation due to his or her inability or refusal to serve) not reappointed for an additional three-year term, the successor shall be appointed by the remaining Security (if a Security Director) or Sanford (if a Sanford Director) Directors, as applicable, then serving, subject to the approval of the Nominating Committee, such approval not to be withheld unreasonably.

- (b) Directors need not be residents of the State of Wisconsin. The name of any director of the corporation, together with such pertinent biographical and other data as the Commissioner requires by rule, shall be reported to the Commissioner immediately after the selection. Directors may, but need not, be officers of the corporation; however, no person may simultaneously be a director of the corporation and a director, officer, employee or agent for another insurer if the effect is to lessen competition substantially or if the corporation and the other insurer have materially adverse interests.

Section 3. Election and Term.

- (a) Method of Selection. Directors of this corporation, other than the Ex Officio Director(s), shall be recommended by the Nominating Committee for approval by the sole corporate member at or before the annual meeting of the Board of Directors.
- (b) Term of Office. The Ex Officio Director(s) shall serve for so long as they continue to hold the office designated herein. Subject to the provisions of Section 2(a) above regarding the terms of the initial directors following the Effective Date, the directors of this corporation shall serve terms of three (3) years, commencing with the close of the annual meeting at which they are appointed and continuing until the third annual meeting thereafter and until their successors have been selected and qualified. The directors may serve for a maximum of three (3) consecutive three-year terms; provided, however, that any partial term filled by any director as a replacement for another director or any initial term shall not count against such limits; and provided, further, that the Board of Directors, acting with two-thirds (“2/3”) vote, may determine to allow any director to serve one (1) additional three-year term.

Section 4. Resignation.

A director may resign at any time by filing a written resignation with the CEO or the Chair of the Board of Directors.

Section 5. Removal.

A director may be removed from office with or without cause by the sole corporate member or the vote of a majority of the other directors of this corporation then in office at any special meeting called for that purpose. Any removal of a director shall be reported to the Commissioner immediately together with a statement of the reasons for the removal.

Section 6. Vacancies.

In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the number of directors, an interim director may be selected by the sole corporate member to serve out the remaining term of office for that vacant director position, or until a successor is recommended by the Nominating Committee and approved by the sole corporate member.

Section 7. Annual Meeting.

The annual meeting of the Board of Directors shall be held in the first quarter of each year at the principal office of the corporation, or at such other time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Section 8. Regular Meetings.

The Board of Directors may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 9. Special Meetings.

Special meetings of the Board of Directors may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the WSICL: on call of the member; on call of the Chair or Secretary; or on the written request of any two (2) or more directors.

Section 10. Meetings By Telephone or Other Communication Technology.

- (a) Any or all directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.

- (b) If a meeting will be conducted through the use of any means described in subsection (a), all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 11. Notice and Waiver of Notice.

- (a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each director at least twenty-four (24) hours prior thereto, or by written notice given by other than personal delivery at least forty-eight (48) hours prior thereto. Notice shall be given in one of the methods described in Article IV hereof. The purpose of and the business to be transacted at any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.
- (b) Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the WSICL or under the provisions of the Articles of Incorporation of the corporation or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a 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.

Section 12. Quorum.

During the period beginning on the Effective Date of these Amended and Restated Bylaws through the third annual meeting of the Board of Directors following the Effective Date of these Amended and Restated Bylaws, quorum will require an attendance of two-thirds (2/3) of the directors. After the third annual meeting of the Board of Directors following the Effective Date of these Amended and Restated Bylaws, a majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 13. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the WSICL, the Articles of Incorporation of the corporation, or these Bylaws.

Section 14. Action by Written Consent of Directors.

Any action required by the Articles of Incorporation of the corporation or these Bylaws, or any provision of the WSICL, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by two-thirds (2/3) of the directors entitled to vote with respect to the subject matter

thereof, and if all of the directors entitled to vote with respect to the subject matter thereof are notified immediately of the text of the written consent and of its effective date and time. Such consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting.

Section 15. Presumption of Assent.

A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. Compensation.

The Board of Directors, by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members, may approve reasonable compensation, if any, for all directors for services to this corporation as directors, after proposal by the sole corporate member or its designee. No arrangement for compensation or other employment benefits for any director, officer or employee with decision-making power may be made if it would: (i) measure the compensation or other benefits in whole or in part by any criteria that would create a financial inducement for him or her to act contrary to the best interests of the corporation; or (ii) have a tendency to make the corporation depend for continuance or soundness of operation upon continuation in his or her position of any director, officer or employee.

Section 17. Committees.

- (a) Appointment and Delegation. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the full Board, may create one (1) or more major or other committees. Each major committee shall consist of ten (10) or more directors as members serving at the pleasure of the Board of Directors, and each committee other than a major committee shall consist of five (5) or more directors as members serving at the pleasure of the Board of Directors. To the extent provided in the resolution as initially adopted and as thereafter supplemented or amended by further resolution adopted by a like vote, a major committee may exercise the authority of the Board of Directors when the Board of Directors is not in session. The creation of a committee, delegation of authority to a committee or action by a committee does not relieve the Board of Directors or any of its members of any responsibility imposed on the Board of Directors or its members by law.
- (b) Delegation Restriction. No committee except a major committee shall be empowered to act in lieu of the entire Board of Directors in respect to: (i) compensation or indemnification of any person who is a director, principal officer or one of the three most highly paid employees, and any benefits or payments requiring member approval; (ii) approval of any contract required by law to be approved by the Board of Directors, or of any other transaction in which a director

has a material interest adverse to the corporation; (iii) merger or consolidation, conversion, transfer to another person or reinsurance of any part of the corporation's insurance business, other than in the normal and usual course of business, or sale, lease, exchange, mortgage, pledge or other disposition or encumbrance of more than one-fourth of the corporation's assets; (iv) any decision under the conflicts of interest policy contained in Article VI, herein; (v) any other decision requiring member approval; (vi) amendment or repeal of any action previously taken by the full Board of Directors which by its terms is not subject to amendment or repeal by a committee; (vii) dividends or other distributions to members or policyholders, other than in the routine implementation of policy determinations of the full Board of Directors; or (viii) filling of vacancies on the Board of Directors or any committee.

- (c) Alternate Members. The Board of Directors may elect one (1) or more of its members as alternate members of any committee who may take the place of any absent member or members at any meeting of such committee. Each committee shall fix its own rules (consistent with the WSICL, the Articles of Incorporation and these Bylaws) governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request. Unless otherwise provided by the Board of Directors in creating a committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of authority.
- (d) Quorum, Manner of Acting, Presumption of Asset. Sections 12, 13, and 15 of this Article apply to committee meetings.
- (e) Audit Committee. The Board of Directors shall appoint an Audit Committee, which shall be constituted consistent with, and shall function as described in, Wis. Admin. Code § Ins 50.15.
- (f) Nominating Committee. The President/Chief Executive Officer of MCHS and the Chief Executive Officer of Sanford Health Plan shall appoint a Nominating Committee. The Nominating Committee shall be comprised of five (5) members in total. Three (3) of the members on the Nominating Committee shall be designated by the President/Chief Executive Officer of MCHS and two (2) of the members on the Nominating Committee shall be designated by the Chief Executive Officer of Sanford Health Plan. The Nominating Committee shall recommend individuals to the sole corporate member to serve as directors immediately following the expiration of the term of each class of director.

ARTICLE IV METHODS OF GIVING NOTICE

Notice of any annual, regular or special meeting of members, any annual or special meeting of directors, and any other notice required to be given under these Bylaws or the WSICL may be communicated in person, by telephone, email, text, facsimile or other form of wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- (a) When sent if sent by email, text, facsimile or other form of wireless communication.
- (b) When deposited in the U.S. mail, if mailed postpaid and correctly addressed.
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

ARTICLE V OFFICERS

Section 1. Number.

The principal officers of the corporation shall be the Chair, the Vice Chair, the CEO, the Secretary, and the Treasurer. Subject to a two-thirds (2/3) vote by the Board of Directors, the Board of Directors may create and fill such other offices if any, as may be deemed necessary by the Board of Directors or the Chair (the number and designations to be determined by whichever of the Board of Directors or the Chair creates such office). Any two or more offices may be held by the same person, except that at least three separate persons shall be principal officers. No person may simultaneously be an officer of the corporation and a director, officer, employee or agent for another insurer if the effect is to lessen competition substantially or if the corporation and the other insurer have materially adverse interests. The name of any person selected as a principal officer of the corporation, together with such pertinent biographical and other data as the Commissioner requires by rule, shall be reported to the Commissioner immediately after the selection.

Section 2. Election and Term of Office.

Subject to Sections 5 and 6 of this Article V, the Chair, Vice Chair, Secretary and Treasurer shall be elected by the Board of Directors at the annual meeting; each officer so elected shall hold office until that officer's death or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors or the Chair may be removed by the Board of Directors, whenever in its judgment 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 of itself create contract rights. Any removal of a principal officer shall be reported to the Commissioner immediately together with a statement of the reasons for removal.

Section 4. Vacancies.

Except as set forth in Article III, Section 2(a), a vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the nominating and governance procedures of the Sanford Health Board of Trustees.

Section 5. Chair.

The Chair shall preside at all meetings of the Board of Directors and shall carry out such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall provide advice and counsel to the CEO, shall serve as a liaison between the CEO and the Board of Directors and the sole corporate member, and shall oversee the evaluation of the CEO's performance. The initial Chair of the Board of Directors, to serve a two (2) year term as such following the Effective Date, shall be a Director appointed by the Security Directors; provided that if such person fails for any reason to serve as such for the entire two (2) year term, his or her successor shall similarly be appointed, to serve the remainder of such initial two (2) year term, by the Security Directors.

Section 6. Vice Chair.

The Vice Chair shall, in the absence or disability of the Chair, preside at meetings of the Board of Directors and perform such other duties as have been prescribed for the Chair. At all other times, the Vice Chair shall carry out such duties as may be prescribed by the Board of Directors from time to time. The initial Vice-Chair of the Board of Directors, to serve a two (2) year term as such following the Effective Date, shall be a Director appointed by the Sanford Directors; provided that if such person fails for any reason to serve as such for the entire two (2) year term, his or her successor shall similarly be appointed, to serve the remainder of such initial two (2) year term, by the Sanford Directors.

Section 7. The CEO.

The CEO shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The CEO shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the CEO. In general, the CEO shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. The Secretary.

The Secretary shall: (a) ensure that minutes of the Board of Directors' meetings are kept in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the WSICL; (c) ensure the appropriate custody of the records of the corporation; and (d) in general perform or oversee the performance of all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The initial Secretary of the Board of Directors, to serve a two (2) year term as such following the Effective Date, shall be a Director appointed by the Sanford Directors; provided that if such person fails for any reason to serve as such for the entire two (2) year term, his or her successor shall similarly be appointed, to serve the remainder of such initial two (2) year term, by the Sanford Directors.

Section 9. The Treasurer.

The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the corporation, and for moneys due and payable to the corporation from any source whatsoever,

including the deposit of such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform or oversee the performance of all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The initial Treasurer of the Board of Directors, to serve a two (2) year term as such following the Effective Date, shall be a Director appointed by the Security Directors; provided that if such person fails for any reason to serve as such for the entire two (2) year term, his or her successor shall similarly be appointed, to serve the remainder of such initial two (2) year term, by the Security Directors.

Section 10. Other Assistants and Acting Officers.

The Board of Directors and Chair shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11.

Compensation.

- (a) Reserve Power of the Member. In accordance with Article II, Section 2(b)(16), the Member may fix reasonable compensation to its officers for services rendered and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income. No arrangement for compensation or other employment benefits for any officer or employee with decision-making power may be made if it would: (i) measure the compensation or other benefits in whole or in part by any criteria that would create a financial inducement for him or her to act contrary to the best interests of the corporation; or (ii) have a tendency to make the corporation depend for continuance or soundness of operation upon continuation in his or her position of any officer or employee.
- (b) Annual Reporting Requirements. The amount of all direct and indirect remuneration for services, including retirement and other deferred compensation benefits, paid or accrued each year for the benefit of each officer and employee whose remuneration exceeds an amount established by the Commissioner, for all directors and officers as a group shall be included in the annual report made to the Commissioner.

**ARTICLE VI CONFLICT
OF INTEREST**

Section 1. Disclosure.

Each director shall disclose to the Board of Directors any actual, apparent or potential conflict of interest whenever such conflict pertains to a matter being considered by the Board.

Section 2. Abstention.

Any director having a conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.

Section 3. Record.

The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.

Section 4. Decision on Abstention.

If a director is uncertain as to whether he or she has a conflict of interest which requires abstention, or if a director asserts that another director has such a conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected director shall abstain from voting on the matter.

Section 5. Purchases.

Except as authorized by the sole corporate member, no purchase involving \$10,000 or more from any director or any entity of which the director is an officer, director, partner or owner shall be made without prior approval of the Board of Directors.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification.

The corporation shall, to the maximum extent permitted under the Act, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that he or she is or was a member, director or officer of the corporation; provided, however, that no indemnification shall be made until at least 30 days after notice to the Commissioner, containing full details about the proposed indemnification. Such indemnification right shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. Any repeal or modification of the WSICL, this Article VII, or the adoption of any provision inconsistent herewith, shall not adversely affect any right or protection of a member, director or officer of the corporation hereunder in respect of any act or omission of such member, director or officer occurring prior to such repeal, modification, or adoption of an inconsistent provision.

Section 2. Exceptions.

Notwithstanding Article VII, Section 1 above, the corporation shall have no duty to indemnify or defend a member, director or officer if liability was incurred because the member, director or officer breached or failed to perform a duty that he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the corporation or its member in connection with a matter in which the member, director or officer has a material conflict of interest.
- (b) A violation of criminal law, unless the member, director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful.
- (c) A transaction from which the member, director or officer an improper personal profit or benefit.
- (d) Willful misconduct.

Section 3. Determination of Indemnification.

Determination of the right to indemnification shall be made by majority vote of the Board of Directors, excluding any directors who have a conflict of interest due to involvement in the incident which is the subject of the indemnification. In the event that there is an inability to act by the Board of Directors upon the exclusion of those directors who have conflicts of interest with respect to the indemnification, the decision on indemnification shall be made by the member.

Section 4. Indemnification of Employees and Agents.

The corporation may indemnify and allow reasonable expenses of an employee or agent of the corporation who is not a member, director or officer if and to the extent so determined by the Board.

Section 5. Supplementary Benefits.

The corporation may supplement the right of indemnification under this Article VII by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each year.

ARTICLE IX CORPORATE ACTS, LOANS, AND DEPOSITS

Section 1. Corporate Acts.

The CEO shall have authority to sign, execute and acknowledge on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by law or directed by the Board of Directors, the CEO may authorize in writing any officer or agent of the corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the corporation.

Section 2. Loans.

No moneys shall be borrowed on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors or pursuant to the authority under this Article IX, Section 1 above. Such authority may be general or confined to specific instances.

Section 3. Deposits.

All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such banks, investment firms or other depositories as the Board of Directors may select, or pursuant to the authority under this Article IX, Section 1 above.

ARTICLE X PERIODIC REVIEW AND AMENDMENTS

Section 1. Periodic Review.

These Bylaws shall be reviewed periodically by the member and the Board of Directors to assure continued compliance with relevant laws and regulations and the needs of the corporation. If the Board of Directors' review results in the determination that changes are required, the Board of Directors may recommend to the member that the Bylaws be altered, amended or repealed by the member.

Section 2. Amendments by the Member.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the sole corporate member of this corporation at any regular or special meeting thereof. The member shall notify the Board of Directors of any such alteration, amendment or repeal and its effective date.

Certified a true and correct copy of the Bylaws as approved on the ____ day of _____ 202_, by the MCHS board of directors. These Bylaws shall become effective at the same time as and are subject to being permitted by the Office of the Commissioner of Insurance ("Effective Date").

Marshfield Clinic Health System, Inc.

Signed: _____

Print Name: _____

Print Title: Chairperson

Dated: _____

Acknowledged by Security Health Plan of Wisconsin, Inc.

Signed: _____

Print Name: _____

Print Title: Chairperson

Dated: _____