

CARE WISCONSIN FIRST, INC.
AMENDED AND RESTATED BYLAWS

ARTICLE I
NAME AND OFFICE

The name of the Corporation is Care Wisconsin First, Inc. (the “Corporation”), a Wisconsin nonstock corporation. Its principal location and office shall be in the City of Madison, in the County of Dane, in the State of Wisconsin.

ARTICLE II
PURPOSES AND POWERS

The Corporation is organized exclusively as a charitable organization exempt from tax under Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and for the specific purpose of providing health, social, informational and related support services to frail elderly individuals and their families.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 General Powers.

- A. Management of the Corporation. The management, control and operation of the affairs and properties of this Corporation are vested in the Board of Directors of the Corporation (the “Board”). The Board, however, may authorize one or more persons to exercise some or all of the powers it may otherwise have the right to exercise. To the extent so authorized, the person or persons shall have such duties and responsibilities as are delegated by the Board, and the Directors shall be relieved to that extent from such duties and responsibilities.

- B. Subsidiary Corporations. The Board shall exercise authority over the affairs and properties of subsidiary corporations of this Corporation to the extent provided in the articles of incorporation or bylaws of such subsidiaries. Except as may be so provided, directors of this Corporation's subsidiaries shall have and exercise full power over the affairs and properties of such subsidiaries as permitted by their articles of incorporation and bylaws and as permitted by law.

Section 3.2 Number, Election and Terms of Office of Directors.

- A. Number and Qualifications of Directors. The Board shall consist of not fewer than seven (7) nor more than fifteen (15) persons (each a “Director,” collectively, the “Directors”), as determined from time to time by resolution of the Board; provided that at all times, at least one Director shall also serve as a director of Care Wisconsin Health Plan, Inc. To the extent possible, the Board shall include individuals with expertise in the fields of aging, health care, business, and community leadership as well as individuals who have experience as caregivers.

The Board also shall use their best efforts to select Directors who reflect the diversity of the community. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

- B. Specific Director. The person designated as the President and Chief Executive Officer of the Corporation shall serve as an ex-officio voting member of the Board and shall serve as such as long as he or she holds the office of President and Chief Executive Officer.
- C. Election of Directors. Except the director designated under Section 3.2.B, the Directors shall be elected by the Board at its Annual Meeting. The Board shall select Directors from the slate prepared by the Nominating/Leadership Development Committee pursuant to Section 5.4, unless otherwise determined by the Board. Election shall be by voice vote unless two (2) or more Directors request a confidential written ballot. Each year, the Board shall elect the number of Directors necessary to maintain staggered terms pursuant to Section 3.2.D., and such additional persons as may be necessary to fill unexpired terms.
- D. Terms and Term Limits. Except as otherwise provided in these Bylaws, each Director shall serve a term of three (3) years and until each Director's successor is appointed and qualified. Except as provided in Section 4.5, no such Director shall serve more than three consecutive full three-year terms, in addition to any portion of a term he or she served to fill a vacancy in an unexpired term pursuant to Section 3.2.E. After a lapse of one year, an individual may become eligible again to serve as a Director.
- E. Resignation and Vacancies. A resignation by a Director must be in writing and is effective when received by the Secretary. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the Board shall elect a replacement director. A Director elected to fill an unexpired term on the Board shall serve out the remaining term for the vacated seat and service during such term shall not count toward the term limits set forth in Section 3.2.D.
- F. Removal. Upon the approval of a majority of the Directors present at a meeting, a Director may be removed from the Board if that Director has unexcused absences from either (i) three consecutive meetings of the Board or (ii) one-half of the meetings of the Board in any twelve-month period. A Director may be removed from the Board for any other reason by the approval of two-thirds (2/3) of all Directors. Such votes shall be held at a regular or special meeting. The notice of any meeting called for the purpose of removing a Director for any reason shall specifically state that one of the purposes of the meeting is the removal of a Director and shall identify, by name, the Director whose removal is sought.

Section 3.3 Meetings.

- A. Annual Meeting. The Board shall hold an annual meeting at a time and place to be determined by the Board (typically in the month of May) (the "Annual

Meeting”). The purpose of the Annual Meeting shall be the election of Directors, Chair of the Board, Vice Chair of the Board, Immediate Past Chair if so desired, and the officers of the Corporation, and the transaction of such other business as may properly come before the meeting. Notice of the Annual Meeting shall be as provided in Section 3.7.

- B. Regular Meetings. The Board shall have such regular meetings as it shall determine from time to time. A schedule of such regular meetings shall be provided to the members of the Board. Notice of regular meetings shall be as provided in Section 3.7.
- C. Special Meetings. Special meetings may be called by the Chair of the Board, the President/CEO of the Corporation, or by at least three (3) Directors. The time and place of the special meeting shall be determined by the person(s) calling the meeting, provided that the location shall be within a twenty-five (25) mile radius of the principal business office of the Corporation. Notice of any special meeting shall be in accordance with Section 3.7.
- D. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.
- E. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or by the Articles of Incorporation or these Bylaws. Roberts Rules of Order shall govern the conduct of meetings of the Board except when the procedure is specifically provided for in these Bylaws.

Section 3.4 Meetings by Electronic Communications.

Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear each other or read each other’s communications during the meeting or (2) 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. 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. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 3.5 Informal Action.

Any action required to be taken at a meeting of the Board, or any other action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by seventy-five percent (75%) of the Directors entitled to vote with respect to the subject matter thereof, provided that all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent

signed by seventy-five percent of the Directors shall have the same effect as a seventy-five percent vote and may be stated as such in any document filed with the Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in § 181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

Section 3.6 Compensation.

Directors shall not be paid compensation for their services as Directors. However, this provision shall not be construed as prohibiting payment of reasonable compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity or to prohibit reimbursement for expenses incurred by the Director in carrying out the Corporation’s business.

Section 3.7 Notice and Waiver of Notice.

- A. Notice. Notice of the Annual Meeting and each special meeting shall be delivered in writing to each Director via United States first class mail, personal delivery, facsimile, or e-mail, provided that any Director may advise the Secretary in writing that he or she requires notice by U.S. mail. Notice of the Annual Meeting shall be given at least fourteen (14) but not more than forty-five (45) days in advance of the Annual Meeting. Notice of special meetings shall contain a brief description of the matters to be addressed and shall be given at least twenty-four hours in advance if delivered by facsimile, email or personal delivery or at least seventy-two hours in advance if notice is given by mail or private carrier. Any meeting at which the amendment or repeal of the Bylaws, the adoption of new bylaws or the removal of a Director is to be considered requires at least seven days advance notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid addressed to each Director at such person's address as it appears on the records of the Corporation in the U.S. mail or delivered to the private carrier. If sent by facsimile or e-mail, such notice shall be deemed to be delivered on the date that the notice is electronically transmitted to the Director in a manner authorized by the Director.
- B. Waiver of Notice. When any notice is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, 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 a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8 Director Conflict of Interest.

No contract or other transaction between the Corporation and one or more of its Directors or officers or any other Corporation, firm, association, or entity in which one or more of the Directors or officers are directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

Section 3.9 Chair and Vice-Chair of the Board.

The Board shall elect a Chair of the Board and a Vice-Chair of the Board to govern the Board of Directors. The Chair and Vice-Chair of the Board, and the Immediate Past Chair, as provided for in Section 3.10, shall only have the powers granted to them by these Bylaws or by resolution of the Board and shall not have the general powers of the officers of the Corporation. The Chair and Vice-Chair shall be elected by the Board at its Annual Meeting and shall hold office for one year or until their successors have been duly elected and qualified.

- A. The Chair shall perform the following duties:
 - 1. Preside at all meetings of the Board;
 - 2. Make appointments to all committees upon the advice and consent of the Board;
 - 3. Sit as an ex officio member of all Standing Committees, Special Committees, Task Forces and Work Groups of which he/she is not otherwise a regular member;
 - 4. Coordinate the annual performance evaluation process for the President/CEO; and,
 - 5. Perform such other duties as may be assigned by the Board from time to time.

- B. The Vice-Chair shall perform the duties of the Chair in the event of his/her absence or disability, succeed to the office of Chair in the event of the death or resignation of the Chair, and shall perform such other duties as may be assigned to him/her by the Board from time to time. It shall be the expectation of the Board that the Vice-Chair shall serve as the next Chair of the Board when the term of the Chair has expired.

Section 3.10 Immediate Past Chair of the Board.

At its sole discretion, the Board may appoint the immediate past Chair to serve as the Immediate Past Chair. This individual may serve in this capacity for no more than one (1) one-year term. If this individual has already served two terms as a Director pursuant to Section

3.2.C, the limitation under Section 3.2.C may be waived for these purposes, and the Immediate Past Chair may serve up to one additional one-year term on the Board. The Immediate Past Chair shall serve as a voting Director, with all the rights and obligations of a Director. In the event of the absence or disability of the Vice-Chair, the Immediate Past Chair shall perform the duties of the Vice-Chair. The Immediate Past Chair shall chair the Nominating Committee, unless otherwise determined by the Board, and perform such other duties as may be assigned by the Board from time to time.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 4.1 Officers of the Corporation.

The officers of the Corporation shall be a President/Chief Executive Officer, a Treasurer, a Secretary, and such other officers as it shall deem desirable. Officers do not need to be Directors, provided, however, the President shall serve ex-officio as a voting Director.

Section 4.2 Election and Term of Office.

The President/Chief Executive Officer, Treasurer and Secretary shall be elected by the Board at the Annual Meeting. The President shall appoint such other officers, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers as the President deems necessary and report such appointments to the Board. Except as otherwise provided, all officers shall be elected annually and shall serve until the next Annual Meeting of the Board and until their successors are elected and are qualified. Any vacancy in any such office may be filled by the Board until the next annual election.

Section 4.3 Removal.

Any officer may be removed by the Board whenever, in its judgment, such removal is in the best interests of the Corporation.

Section 4.4 Vacancies.

A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the Board for the unexpired portion of the term.

Section 4.5 President and Chief Executive Officer.

A. Authority of the President. The President, unless otherwise determined by the Board, shall be the Chief Executive Officer of the Corporation. He/she shall serve as President as long as he or she holds the position of Chief Executive Officer. Subject to the control of the Board, the President/CEO shall oversee and direct the business and affairs of the Corporation. In addition to the President's powers to appoint other officers under Section 4.8 of this Article and subject to such rules as may be prescribed by the Board and these Bylaws, the President shall have authority to appoint such agents or employees of the Corporation as the President 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 President. The President shall have authority to sign, execute, and deliver in the Corporation's name all documents and instruments either when specifically authorized by the Board of Directors 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 documents or 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 to executed by some other officer or agent. Except as otherwise provided by law or the Board, the President may authorize the Vice President(s) or other officer or agent of the Corporation to sign, execute, acknowledge and deliver such documents and instruments in his or her place. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board. The President shall serve ex-officio as a voting member of the Board of Directors; provided, however, that the President shall not participate in any decisions of the Board related to the compensation or performance of the CEO.

- B. Contract Issues. If an employment contract is in effect between the Corporation and the President and Chief Executive Officer, the foregoing provisions of this section shall be subject to the terms and conditions of such contract, and the President and Chief Executive Officer shall perform all the duties prescribed in such contract in accordance with the terms and conditions thereof; provided, however, that such contract shall not limit the Board's right to remove an officer of the Corporation pursuant to Section 4.3 but such removal shall be without prejudice to the President's contract rights, if any.
- C. Acting President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Board shall appoint an individual to serve as Acting-President and to perform the duties of President until such time as the President is able to resume his or her duties or the Board appoints a new President. The Acting-President shall have all the powers of and be subject to all the restrictions upon the President.

Section 4.6 Secretary.

The Secretary shall sign documents of the Corporation from time to time as required and shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and shall be custodian of the corporate records of the Corporation. He shall sign all documents as required by his office, and shall perform such other duties as may be assigned to him by the Board.

Section 4.7 Treasurer

The Treasurer shall be responsible for the custody of all funds of the Corporation, see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that all expenditures are proper. The Treasurer shall be responsible for the custody of all financial books and records of the Corporation; and shall have such other powers and duties as are incidental to the office of Treasurer.

Section 4.8 Other Officers.

The President may appoint other officers, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, who shall have such duties as determined from time to time by the President. If such an officer is employed by the Corporation, his/her role as an officer shall terminate immediately upon termination of employment with the Corporation without further action of the President.

ARTICLE V
COMMITTEES OF THE BOARD OF DIRECTORS

Section 5.1 Establishment and Appointments.

The standing committees of the Board shall be the Executive Committee, Finance and Investment Committee, and Nominating and Leadership Development Committee. The Board may create such other committees, whether standing or special, as it shall from time to time deem desirable. All committees shall keep a record of their proceedings, and a copy of the minutes of such meetings shall be submitted to the Board. Each standing committee shall include three or more Directors. Except as otherwise provided, the members of each committee shall be appointed by the Chair of the Board, who shall also appoint the chair of each committee, subject in each case to the approval of the Board. All members of the standing committees shall be appointed at or promptly after the Annual Meeting and shall serve for one (1) year. Except for the three Directors on each committee, the chair of each standing committee, and all of the members of the Executive Committee, the other members of the standing committees do not need to be Directors. To the extent provided by the Articles of Incorporation, these Bylaws or by resolution of the Board, each standing committee may exercise the powers of the Board with respect to the management of the Corporation, except for electing officers or the filling of vacancies on the Board or on standing committees.

Section 5.2 Executive Committee.

The Executive Committee shall consist of the Chair of the Board, Vice Chair of the Board, the Immediate Past Chair if one is serving, the President, the Chair of the Finance Committee and one (1) additional Director. The Chair of the Board shall chair the Executive Committee. The Executive Committee shall act for the Board between meetings, in which case the Executive Committee will report any action to the full Board within ninety-six (96) hours of taking such action; shall advise regarding development of the agenda for Board meetings; advise on terms and conditions of employment of the President/CEO; make an annual performance evaluation of the President/CEO; and shall take any other and further action as may be delegated to the Executive Committee by the Board from time to time. The quorum of the Executive Committee shall be a majority of its members.

Section 5.3 Finance Committee.

The Finance Committee shall oversee issues related to the Corporation's financial health, including its investments and the audit. The Finance Committee shall consist of a Finance Committee Chair appointed by the Chair of the Board with the advice and consent of a majority of the members of the Board, the Chair of the Board, the President/CEO and two (2) additional Directors. The Treasurer shall sit as a non-voting *ex officio* member of the Finance Committee. The Finance Committee shall review the financial statements of the Corporation and report to the Board concerning same; review and make recommendations to the Board concerning the annual budget of the Corporation; oversee and make recommendations to the Board regarding the investment policy of the Corporation; oversee compliance with the investment policy, recommend the appointment of an auditor, review the audit report and management letter, and consult with the auditors as to the adequacy of internal controls; advise the President/CEO and Treasurer as to other matters pertaining to the finances of the Corporation; and perform such other duties as may be delegated to the Finance Committee by the Board from time to time. Upon the direction and approval of the Board, the Finance Committee may adopt a charter for this committee from time to time to further establish the roles and responsibilities of the Finance Committee.

Section 5.4 Board Nominating/Leadership Development Committee.

The Nominating/Leadership Development Committee shall consist of the Immediate Past Chair, if one is serving, who shall act as Chair of the Committee unless otherwise determined by the Board, the President/CEO, and two additional Directors. The Nominating/Leadership Development Committee shall be responsible for identifying and recruiting candidates to serve on the Board; for presenting a slate of nominees to the Board for regular and special elections; and for developing and presenting training programs and retreats for the Board to improve and develop its skills in managing the affairs of the Corporation; perform such other duties as may be delegated to the Nominating/Leadership Development Committee by the Board from time to time.

To fulfill its nominating function, the committee shall prepare a slate of prospective candidates for the election of Directors and officers as specified above, and it shall deliver such slate along with the notice of the Annual Meeting or the notice for any other meeting during which such candidates will be elected or otherwise considered. Such nominations shall be in writing and addressed to the Chair of the Board at least five days prior to the meeting of the Board during which candidates for such positions will be elected or otherwise considered.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 Contracts.

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

Section 6.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 6.3 Deposits.

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

ARTICLE VII
BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees, all of which shall be kept separate and apart from the books, records, accounts and minutes of its subsidiaries. In addition, the Corporation shall annually cause a certified audit of its accounts to be made and shall cause to be filed the necessary reports, tax returns and other documents required by law.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 Mandatory Indemnification. This Corporation shall indemnify a Director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, as that term is defined in Section 181.0871, Wis. Stats, for all reasonable expenses incurred in the Proceeding if the Director or officer was a party because he or she is a Director or officer of this Corporation

Section 8.2 Additional Indemnification.

A. Directors and Officers. In cases not included under Section 8.1, this Corporation shall indemnify a Director or officer against liability incurred by the Director or officer in a Proceeding to which the Director or officer was a party because he or she is a Director or officer of this Corporation, unless liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with this Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
2. A violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

3. A transaction from which the Director or officer derived an improper personal profit.
 4. Willful misconduct.
- B. Employees and Agents. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder.

Section 8.3 Method of Determining Indemnification.

- A. The method for determining the rights of the Directors, officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Corporation shall be as follows: by a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by a majority vote of a committee duly appointed by the Board and consisting solely of two (2) or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
- B. If there are not at least two disinterested Directors to constitute the committee referred to in paragraph A, then the right to reimbursement shall be determined by the independent legal counsel, selected by a majority vote of the Board including Directors who are parties to the same or related proceedings.
- C. No indemnification shall be granted until at least thirty (30) days after notice has been given to the Wisconsin Commissioner of Insurance providing full details about the proposed indemnification.

Section 8.4 Expenses.

Upon written request by a Director, officer, employee or agent who is a party to a proceeding, this Corporation, in its discretion, may pay or reimburse his or her reasonable expenses as incurred if the Director or officer provides this Corporation with all of the following:

- A. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Corporation.
- B. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required. The undertaking under this Section 8.4 will be an unlimited general obligation of the Director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 8.5 Indemnification Provisions Constitute a Contract.

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

ARTICLE IX
FISCAL YEAR

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

ARTICLE X
OFFICES

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board may from time to time determine.

ARTICLE XI
AMENDMENTS

These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the Directors present at any regular or special meeting of the Board at which a quorum is present, provided that notice of the meeting is given consistent with Section 3.7 of these Bylaws stating the proposed amendment, repeal or new bylaws to be considered.

ARTICLE XII
MISCELLANEOUS

Section 12.1 Gender Neutral Language. Any word in these Bylaws that references one gender shall be applied to any gender whenever appropriate.

Section 12.2 Non-Discrimination. The Corporation shall not discriminate on the basis of race, gender, national origin, sexual orientation, religion or any other prohibited basis in any of its programs or in its governance

Effective 11/1/17