

AS MORE FULLY SET FORTH IN ARTICLE I OF THESE BYLAWS, THE PROVISIONS OF THESE BYLAWS ARE INTENDED TO BE CONSISTENT WITH THE AMENDED AND RESTATED MEMBERS AGREEMENT AMONG THE CORPORATION AND ITS MEMBERS (THE “MEMBERS AGREEMENT”). AS MORE FULLY SET FORTH IN THE MEMBERS AGREEMENT, CERTAIN ACTION BY THE CORPORATION MAY REQUIRE THE CONSENT OF UNIVERSITY HEALTH CARE, INC. (“UHC”), GUNDERSEN LUTHERAN HEALTH SYSTEM, INC. (“GHS”) AND/OR IOWA HEALTH SYSTEM (D/B/A UNITYPOINT HEALTH) (“UPH”). FURTHERMORE, AS MORE FULLY SET FORTH IN THE MEMBERS AGREEMENT, CERTAIN ACTION BY THE CORPORATION MAY REQUIRE THE AFFIRMATIVE VOTE OF A CERTAIN NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AND/OR A CERTAIN NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS THAT HAVE BEEN APPOINTED BY UHC, GHS OR UPH, AS THE CASE MAY BE.

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**GUNDERSEN HEALTH PLAN, INC.**

Effective [\_\_\_\_\_], 2017

## ARTICLE 1. MEMBERS AGREEMENT

### 1.1 Members Agreement Controls.

(a) The provisions of these bylaws are intended to be consistent with the Members Agreement among the corporation and its members (the “Members Agreement”). In the event of an inconsistency between these bylaws and the Members Agreement, the Board of Directors and the Members shall take any steps necessary to ensure that the Members Agreement controls. In the event that (i) the bylaws are silent on a matter that is addressed by the Members Agreement, and (ii) the Members Agreement is not consistent with the Wisconsin Nonstock Corporation Law on such matter but the Wisconsin Nonstock Corporation Law would otherwise allow the bylaws to control such matter, then these bylaws shall be deemed to contain provisions consistent with the Members Agreement such that the Members Agreement will control over the default provisions of the Wisconsin Nonstock Corporation Law.

(b) For the avoidance of doubt and as more fully set forth in the Members Agreement, certain action by the corporation may require the consent of University Health Care, Inc. (“UHC”), Gundersen Lutheran Health System, Inc. (“GHS”) and/or Iowa Health System (d/b/a UnityPoint Health) (“UPH”), as may be applicable. Furthermore, as more fully set forth in the Members Agreement, certain action by the corporation may require the affirmative vote of a certain number of members of the Board of Directors and/or a certain number of members of the Board of Directors that have been appointed by UHC, GHS or UPH, as the case may be.

(c) Notwithstanding anything to the contrary contained in these bylaws, this Article 1 may only be amended or repealed with the prior written consent of UHC, GHS and UPH.

## ARTICLE 2. OFFICES, CONFLICT OF INTEREST AND TAX EXEMPT STATUS

**2.1 Principal and Business Offices.** The corporation may have such principal and other business offices, either within or without the State of Wisconsin, as the board of directors of the corporation (the “Board of Directors”) may designate or as the business of the corporation may require from time to time.

**2.2 Registered Office.** The registered office of the corporation required by the Wisconsin Insurance Code, Chapters 600 to 655 of the Wisconsin Statutes, to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors or by the registered agent. The business office of the registered agent of the corporation shall be identical to such registered office.

**2.3 Confidentiality and Conflicts of Interest.** The Board of Directors, the officers and the employees of the corporation shall at all times act in an ethical manner in conducting the business of the corporation. Employees shall adhere to the corporation’s Rules of Conduct, including the corporation’s standards pertaining to the protection of confidential and proprietary information. The Board of Directors, officers and employees shall follow the corporation’s Conflict of Interest Policy, as adopted by the Board of Directors from time to time.

**2.4 Tax-Exempt Organization.** This corporation is recognized by the Internal Revenue Service as tax exempt under section 501(c)(4) of the Internal Revenue Code. Notwithstanding anything to the contrary, no action shall be required or permitted to be taken under these bylaws or by the Board of Directors or officers of this corporation that would not be permitted to be taken by an organization described in section 501(c)(4) of the Internal Revenue Code.

## **ARTICLE 3. MEMBERS**

### **3.1 Classes of Members.**

(a) The term “Member” as used in these bylaws has the meaning set forth in Section 181.0103 of the Wisconsin Nonstock Corporation Law. The corporation may have multiple classes of Members. All Members of all classes shall have the same rights and obligations as all other Members of the corporation provided that Members may, from time to time, hold a different number of Membership Rights. The corporation shall at all times have one hundred thousand (100,000) Membership Rights that shall be allocated among all Members (each of the 100 Membership Rights of the corporation existing immediately prior to the ratification of these bylaws being hereby split and divided into 1,000 Membership Rights on the date these bylaws are ratified). Any distribution to the Members (as permitted by Section 613.69 of the Wisconsin Insurance Code and Sections 181.1301 and 181.1302 of the Wisconsin Nonstock Corporation Law or, in connection with a voluntary dissolution, as permitted by Section 613.74 of the Wisconsin Insurance Code and Sections 181.1401 through 181.1407 of the Wisconsin Nonstock Corporation Law), shall be made to the Members in accordance with the number of Membership Rights held by each Member such that a hundred thousandth (1/100,000) of any such distribution shall be made to a Member for each Membership Right held by such Member. The Membership Rights held by each Member as of the date hereof is set forth on Exhibit A attached hereto. Any increase or decrease in the number of Membership Rights held by any Member shall be evidenced by an updated Exhibit A that shall be certified by the Chief Financial Officer of the corporation.

(b) All Members of the corporation must be non-profit entities that are exempt from federal income tax pursuant to Section 501(c)(3) or (c)(4) of the Internal Revenue Code. Any Member must provide written notice to the corporation of a change in its tax-exempt status within thirty (30) days of such change.

**3.2 Annual Meeting.** The annual meeting of the Members shall be held on the second Tuesday in May of each year, or at such other time and date within thirty (30) days before or after such date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Wisconsin, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the Members, or at any adjournment and reconvention thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is practicable.

**3.3 Special Meetings.** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by the Wisconsin Insurance Code, may be called by the Board of Directors, the Chief Executive Officer or the President. The corporation shall call a special meeting of Members in the event a Member entitled to vote on any issue proposed to be considered at the proposed special meeting signs, dates and delivers to the corporation one or more written demands for the meeting, describing one or more purposes for which it is to be held. The corporation shall give notice of such a special meeting within thirty (30) days after the date that the demand is delivered to the corporation.

**3.4 Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Wisconsin, as the place of meeting for any annual or special meeting of Members. If no designation is made, the place of meeting shall be the principal office of the corporation. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Members represented thereat.

**3.5 Notice of Meeting.** Written notice stating the date, time and place of any meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting (unless a different time is provided by the Wisconsin Insurance Code or the articles of incorporation), either personally or by mail, by or at the direction of the Chief Executive Officer, the President or the Secretary, to each Member of record entitled to vote at such meeting and to such other persons as required by the Wisconsin Insurance Code. If mailed, such notice shall be deemed to be effective when deposited in the United States mail, addressed to the Member at its address as it appears on the Member record books of the corporation, with postage thereon prepaid. If an annual or special meeting of Members is adjourned to a different date, time or place, the corporation shall not be required to give notice of the new date, time or place if the new date, time or place is announced at the meeting before adjournment; *provided, however*, that if a new record date for an adjourned meeting is or must be fixed, the corporation shall give notice of the adjourned meeting to persons who are Members as of the new record date.

**3.6 Waiver of Notice.** A Member may waive any notice required by the Wisconsin Insurance Code, the articles of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing and signed by the Member entitled to the notice, contain the same information that would have been required in the notice under applicable provisions of the Wisconsin Insurance Code (except that the time and place of meeting need not be stated) and be delivered to the corporation for inclusion in the corporate records. A Member's attendance at a meeting, in person or by proxy, waives objection to all of the following: (a) a lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the Member objects to considering the matter when it is presented.

**3.7 Fixing of Record Date.** The Board of Directors may fix in advance a date as the record date for the purpose of determining Members entitled to notice of and to vote at any meeting of Members, Members entitled to demand a special meeting as contemplated by Section

3 hereof, Members entitled to take any other action, or Members for any other purpose. Such record date shall not be more than seventy (70) days prior to the date on which the particular action, requiring such determination of Members, is to be taken. If no record date is fixed by the Board of Directors or by the Wisconsin Insurance Code for the determination of Members entitled to notice of and to vote at a meeting of Members, the record date shall be the close of business on the day before the first notice is given to Members. If no record date is fixed by the Board of Directors or by the Wisconsin Insurance Code for the determination of Members entitled to demand a special meeting as contemplated in Section 3 hereof, the record date shall be the date that the first Member signs the demand. Except as provided by the Wisconsin Insurance Code for a court-ordered adjournment, a determination of Members entitled to notice of and to vote at a meeting of Members is effective for any adjournment and reconvention of such meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. The record date for determining Members entitled to a distribution (other than a distribution involving a purchase, redemption or other acquisition of membership) is the date on which the Board of Directors authorized the distribution, as the case may be, unless the Board of Directors fixes a different record date.

**3.8 Members' List for Meetings.** After a record date for a special or annual meeting of Members has been fixed, the corporation shall prepare a list of the names of all of the Members entitled to notice of the meeting. The list shall be arranged by class of membership, if any, and show the address of each Member. Such list shall be available for inspection by any Member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing to the date of the meeting, at the corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held. A Member or its agent may, on written demand, inspect and, subject to the limitations imposed by the Wisconsin Insurance Code, copy the list, during regular business hours and at its expense, during the period that it is available for inspection pursuant to this Section 3.8. The corporation shall make the Members' list available at the meeting, and any Member or its agent or attorney may inspect the list at any time during the meeting or any adjournment thereof. Refusal or failure to prepare or make available the Members' list shall not affect the validity of any action taken at a meeting of Members.

**3.9 Quorum and Voting Requirements.** Except as otherwise provided in the articles of incorporation or the Wisconsin Insurance Code, a majority of the votes entitled to be cast on the matter shall constitute a quorum for action on that matter. Once a Member is represented for any purpose at a meeting, other than for the purpose of objecting to holding the meeting or transacting business at the meeting, it is considered present for purposes of determining whether a quorum exists for the remainder of the meeting and for any adjournment and reconvention of that meeting unless a new record date is or must be set for the adjourned and reconvened meeting. If a quorum exists, except in the case of the election of directors, action on a matter shall be approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the articles of incorporation or the Wisconsin Insurance Code requires a greater number of affirmative votes. Unless otherwise provided in the articles of incorporation, each director shall be elected by a plurality of the votes cast by the Members entitled to vote in the election of directors at a meeting at which a quorum is present. Though less than a quorum of the outstanding votes are represented at a meeting, a majority of

the votes so represented may adjourn the meeting from time to time without further notice. At such adjourned and reconvened meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

**3.10 Conduct of Meeting.** The Chairman of the Board of Directors, and in his or her absence, the Chief Executive Officer, the President or a Vice President in the order provided under Section 5.8 hereof, and in their absence, any person chosen by the Members present shall call the meeting of the Members to order and shall act as chairperson of the meeting, and the Secretary of the corporation shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

**3.11 Proxies.** At all meetings of Members, a Member may vote in person or by proxy. A Member may appoint a proxy to vote or otherwise act for the Member by signing an appointment form, either itself or by its attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the corporation authorized to tabulate votes. An appointment is valid for eleven (11) months from the date of its signing unless a different period is expressly provided in the appointment form.

**3.12 Voting.** Except as provided or limited in the articles of incorporation or the Wisconsin Insurance Code, each Member, regardless of class, is entitled to one vote for each Membership Right held by such Member on each matter voted on at a meeting of Members.

**3.13 Action Without Meeting.** Any action required or permitted by the articles of incorporation or these bylaws or any provision of the Wisconsin Insurance Code to be taken at a meeting of the Members may be taken without a meeting and without action by the Board of Directors if a written consent or consents, describing the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof and delivered to the corporation for inclusion in the corporate records.

**3.14 Acceptance of Instruments Showing Member Action.** If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a Member, the corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of a Member. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the name of a Member, the corporation, if acting in good faith, may accept the vote, consent, waiver or proxy appointment and give it effect as the act of the Member if any of the following apply:

(a) The Member is an entity and the name signed purports to be that of an officer or agent of the entity.

(b) The name purports to be that of a personal representative, administrator, executor, guardian or conservator representing the Member and, if the corporation requests, evidence of fiduciary status acceptable to the corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(c) The name signed purports to be that of a receiver or trustee in bankruptcy of the Member and, if the corporation requests, evidence of this status acceptable to the corporation is presented with respect to the vote, consent, waiver or proxy appointment.

(d) The name signed purports to be that of a pledgee, beneficial Member, or attorney-in- fact of the Member and, if the corporation requests, evidence acceptable to the corporation of the signatory's authority to sign for the Member is presented with respect to the vote, consent, waiver or proxy appointment.

(e) Two or more persons are the Member as co-tenants or fiduciaries and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of both or all such persons.

The corporation may reject a vote, consent, waiver or proxy appointment if the Secretary or other officer or agent of the corporation who is authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the Member.

#### **ARTICLE 4. BOARD OF DIRECTORS**

**4.1 General Powers and Number.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The number of directors of the corporation shall be eleven (11).

#### **4.2 Board Composition.**

(a) All members of the Board of Directors will be elected in accordance with and pursuant to the terms of Section 5.1(b) (Board Composition) of the Members Agreement. Where used in these bylaws, the following terms have the meanings set forth in Section 5.1(b) (Board Composition) of the Members Agreement: "UHC Director"; "GHS Director"; "UPH Director"; "UPH Universal Director"; and "Independent Director".

(b) The Board of Directors shall be and is divided into three (3) classes consisting of two (2) classes of four (4) directors and one (1) class of three (3) directors. Each of Class I and Class III shall have four (4) directors and Class II shall have three (3) directors. At all times one (1) GHS Director, one (1) UHC Director, and one (1) Independent Director shall be appointed to each of Class I, Class II and Class III, and one (1) UPH Director will be appointed to each class of Class I and Class III. Each director shall serve for a term ending on the date of the third (3rd) annual meeting of its members following the annual meeting at which such director was elected; provided, that the term for directors in a given class shall expire at the corporation's annual meeting of the Members at which the applicable class term in effect immediately prior to the ratification of these bylaws would have expired; provided further, that the term of each director shall continue until the election and qualification of a successor and be subject to such director's earlier death, resignation or removal.

(c) A director may be removed by the Members only at a meeting called for the purpose of removing the director, and the meeting notice shall state that the purpose, or one

of the purposes, of the meeting is the removal of the director. A director may be removed from office with or without cause if the votes cast to remove the director exceed the number of votes cast not to remove such director. A director may resign at any time by delivering written notice which complies with the Wisconsin Insurance Code to the Board of Directors, to the Chairman of the Board of Directors or to the corporation. A director's resignation is effective when the notice is delivered unless the notice specifies a later effective date. Directors need not be residents of the State of Wisconsin or Members of the corporation.

(d) If a person has the right to designate a member of the Board of Directors pursuant to Article 4, such person will provide written notice to the corporation identifying its designees no less than ten (10) days before each annual meeting of the Members or, if applicable, special meeting of the Members called for the purpose of electing directors.

**4.3 Chairman.** The Chairman, when present, shall preside at all meetings of the members and the Board of Directors; shall appoint all committee members and committee chairpersons with the approval of the Board of Directors; and shall perform all of the acts usually attendant upon the office of chairperson or which may be set forth in these bylaws or resolutions of the Board of Directors.

**4.4 Regular Meetings.** A regular meeting of the Board of Directors shall be held not less frequently than quarterly and may be held without notice at such time and at such places as may from time to time be determined by the Board of Directors. The Board of Directors shall provide, by resolution, the date, time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

**4.5 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman, Chief Executive Officer, President, Secretary or any director. The Chairman, Chief Executive Officer, President or Secretary may fix any place, either within or without the State of Wisconsin, as the place for holding any special meeting of the Board of Directors, and if no other place is fixed, the place of the meeting shall be the principal office of the corporation in the State of Wisconsin.

**4.6 Notice; Waiver.** Notice of each special meeting of the Board of Directors shall be given by written notice delivered or communicated in person, by telegraph, teletype, facsimile or other form of wire or wireless communication, or by mail or private carrier, to each director at his or her 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 seventy-two (72) hours prior to the meeting. The notice need not prescribe the purpose of the special meeting of the Board of Directors or the business to be transacted at such meeting. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be effective when the telegram is delivered to the telegraph company. If notice is given by facsimile, such notice shall be deemed to be effective when receipt of such facsimile has been acknowledged. If notice is given by private carrier, such notice shall be deemed to be effective when delivered to the private carrier. Whenever any notice whatsoever is required to be given to any director of the corporation under the articles of incorporation or these bylaws or



any provision of the Wisconsin Insurance Code, a waiver thereof in writing, signed at any time, whether before or after the date and time of meeting, by the director entitled to such notice shall be deemed equivalent to the giving of such notice. The corporation shall retain any such waiver as part of the permanent corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her 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.

**4.7 Quorum.** Six (6) members of the Board of Directors including at least one (1) UHC Director and one (1) GHS Director shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Except as otherwise provided by the Wisconsin Insurance Code, the articles of incorporation or these bylaws, a quorum of any committee of the Board of Directors created pursuant to Section 4.13 hereof shall consist of the greater of a majority of the number of members appointed to serve on the committee or three (3) members appointed to serve on the committee. A majority of the directors present (though less than such quorum) may adjourn any meeting of the Board of Directors or any committee thereof, as the case may be, from time to time without further notice.

**4.8 Manner of Acting.** Unless the Wisconsin Insurance Code, the articles of incorporation or these bylaws require the vote of a greater number of directors, the affirmative vote by a simple majority of those directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors; *provided, however*, that at least one (1) UHC Director and one (1) GHS Director each vote in favor of such action.

**4.9 Conduct of Meetings.** The Chairman of the Board of Directors, and in his or her absence, the Chief Executive Officer, the President or a Vice President in the order provided under Section 5.8, and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chairperson of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any other person present to act as secretary of the meeting. Minutes of any regular or special meeting of the Board of Directors shall be prepared and distributed to each director.

**4.10 Vacancies.** If a vacant office occurring in the Board of Directors was held by a director elected by a voting group of Members, only the Members of that voting group may vote to fill the vacancy if it is filled by the Members, and only the remaining directors elected by that voting group may vote to fill the vacancy if it is filled by the directors. A vacancy that will occur at a specific later date, because of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

**4.11 Compensation.** The Independent Directors and the UPH Directors may be entitled to receive reasonable compensation for services in their capacity as members of the Board of Directors and any committee thereof as may be determined by the other members of the Board of Directors. The UHC Directors and GHS Directors shall not be entitled to receive compensation for services in their capacity as members of the Board of Directors or any

committee thereof. Notwithstanding the foregoing, all members of the Board of Directors may, in their discretion, be paid for the expenses, if any, that they incur in connection with attendance at meetings of the Board of Directors or any committee thereof. The foregoing shall not prohibit any member of the Board of Directors from serving the corporation in any other capacity and receiving compensation therefor. Any compensation paid to any member of the Board of Directors shall be determined in compliance with any applicable Conflict of Interest Policy adopted by the Board of Directors.

**4.12 Presumption of Assent.** A director who is present and is announced as present at a meeting of the Board of Directors or any committee thereof created in accordance with Section 4.13 and 4.14 hereof, when corporate action is taken, assents to the action taken unless any of the following occurs: (a) the director objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice that complies with the Wisconsin Insurance Code of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to a director who votes in favor of the action taken.

**4.13 Committees.** The Board of Directors shall not create any major committee as described in Wis. Stat. Section 613.56(2), nor, except for the Audit Committee pursuant to Section 4.14, shall the Board of Directors create any committee of the Board of Directors pursuant to Wis. Stat. Section 613.56(1). In addition to the Audit Committee pursuant to Section 4.14, the Board of Directors may create ordinary committees under Wis. Stat. Section 613.56(3), including, without limitation, a Compliance Committee, Finance Committee, Human Resources and Compensation Committee, Quality Committee and Marketing Committee, each of which shall have three (3) or more members including at least one (1) UHC Director, one (1) UPH Director and one (1) GHS Director and such other members, including directors of the corporation and other individuals as may be appointed by the Board of Directors, each of whom (so long as such persons are directors of the corporation) shall be voting members of such committee. Committee members shall serve at the pleasure of the Board of Directors; *provided, however*, that any action taken by the Finance Committee shall require the affirmative vote of at least one (1) UHC Director, one (1) UPH Director and one (1) GHS Director; *provided further* that any action taken by such other committee shall require the affirmative vote of at least one (1) UHC Director and one (1) GHS Director. Such ordinary committees, if any, shall have and may exercise such powers as may be provided in the resolution of the Board of Directors creating such committee, as such resolution may from time to time be amended and supplemented; *provided, however*, that in no case shall any such committee take any action in respect to (a) 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 or policyholder approval; (b) approval of any contract required to be approved by the board under Wis. Stat. Section 613.60, or of any other transaction in which a director has a material interest adverse to the corporation; (c) amendment of the articles or bylaws; (d) merger or consolidation, member exchanges, conversion, voluntary dissolution, or transfer of business or assets; (e) any other decision requiring member or policyholder approval; (f) amendment or repeal of any action previously taken by the full board which by its terms is not subject to amendment or repeal by a committee; (g) dividends or other distributions to members or

policyholders, other than in the routine implementation of policy determinations of the full board; (h) selection of principal officers; and (i) filling of vacancies on the board or any committee created hereunder. Unless otherwise provided by the Board of Directors in creating the committee, a committee may employ counsel, accountants and other consultants to assist it in the exercise of its authority.

**4.14 Audit Committee.** The Audit Committee shall consist of a minimum of three (3) members of the Board of Directors, 75% or more of whom shall be independent directors in accordance with section Ins 50.15 of the Wisconsin Administrative Code. The Audit Committee, subject to any limitations prescribed by the Board of Directors, shall assist the Board of Directors in carrying out its responsibilities as they relate to accounting policies, reporting practices, adequacy of internal controls, quality and integrity of financial reporting, compliance with laws and other regulations and such other matters as may be assigned by the Board of Directors. The Audit Committee may initiate such investigations as it shall deem necessary. The Audit Committee shall be solely responsible for the appointment, compensation and oversight of the corporation's audit firm, including resolution of disagreements between management and the accountant regarding financial reporting, for the purpose of preparing or issuing the audited financial report or related work and shall pre-approve all audit and non-audit services of the corporation's audit firm. The Audit Committee shall meet at least twice each year and such additional times as may be deemed necessary and expedient by the Audit Committee. The Audit Committee shall meet at such times and places as shall be determined by the Audit Committee. Special meetings may be called by the Chair of the Audit Committee or by written request of any two members of the committee. When the Audit Committee is addressing matters in closed session where in its opinion it is necessary to exclude one or more members of the committee or the Board of Directors, the Audit Committee may exclude such members. A majority of the members of the Audit Committee, including at least one (1) UHC Director, one (1) UPH Director and one (1) GHS Director, shall constitute a quorum and any action taken by the Audit Committee shall require the affirmative vote of at least one (1) UHC Director, one (1) UPH Director and one (1) GHS Director.

**4.15 Telephonic Meetings.** Except as herein provided and notwithstanding any place set forth in the notice of the meeting or these bylaws, members of the Board of Directors (and any committees thereof created pursuant to Section 4.13 and 4.14 hereof) may participate in regular or special meetings by, or through the use of, any means of communication by which all participants may simultaneously hear each other, such as by conference telephone. If a meeting is conducted by such means, then at the commencement of such meeting the presiding officer shall inform the participating directors that a meeting is taking place at which official business may be transacted. Any participant in a meeting by such means shall be deemed present in person at such meeting. Notwithstanding the foregoing, no action may be taken at any meeting held by such means on any particular matter which the presiding officer determines, in his or her sole discretion, to be inappropriate under the circumstances for action at a meeting held by such means. Such determination shall be made and announced in advance of such meeting.

**4.16 Action Without Meeting.** Any action required or permitted by the Wisconsin Insurance Code to be taken at a meeting of the Board of Directors or a committee thereof created pursuant to Section 4.13 and 4.14 hereof may be taken without a meeting if the action is taken

by all members of the Board or of the committee. The action shall be evidenced by one or more written consents describing the action taken, signed by each director or committee member and retained by the corporation. Such action shall be effective when the last director or committee member signs the consent, unless the consent specifies a different effective date.

## **ARTICLE 5. OFFICERS**

**5.1 Number.** The principal officers of the corporation shall be a Chief Executive Officer, a President, the number of Vice Presidents as authorized from time to time by the Board of Directors, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The Board of Directors may also authorize any duly authorized officer to appoint one or more officers or assistant officers. The offices of Chief Executive Officer and President may be held by the same person, and the offices of Secretary and Treasurer may be held by the same person.

**5.2 Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected or until his or her prior death, resignation or removal.

**5.3 Removal.** The Board of Directors may remove any officer and, unless restricted by the Board of Directors or these bylaws, an officer may remove any officer or assistant officer appointed by that officer, at any time, with or without cause and notwithstanding the contract rights, if any, of the officer removed. The appointment of an officer does not of itself create contract rights.

**5.4 Resignation.** An officer may resign at any time by delivering notice to the corporation that complies with the Wisconsin Insurance Code. The resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date and the corporation accepts the later effective date.

**5.5 Vacancies.** A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. If a resignation of an officer is effective at a later date as contemplated by Section 5.4 hereof, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor may not take office until the effective date.

**5.6 Chief Executive Officer.** The Chief Executive Officer shall act as the principal executive officer of the corporation and shall be responsible for the management of the corporation. The Chief Executive Officer shall have general charge of the business and affairs of the corporation and shall direct all other officers, agents and employees. Except as provided in these bylaws or by resolution of the Board of Directors, the Chief Executive Officer shall appoint all other officers, agents and employees of the corporation. The Chief Executive Officer shall organize the functions of the corporation through appropriate departmentalization and

delegation, establishing formal means of staff evaluation and accountability. The Chief Executive Officer shall keep the Board of Directors informed about the management and financial status of the corporation through regular reports. The Chief Executive Officer; shall serve on all standing and special committees of the Board, created in accordance with Section 4.13 hereof, as an ex-officio member with a vote.

**5.7 President.** The President shall, in general, supervise and control the day-to-day insurance operations of the corporation. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors and Chief Executive Officer, 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 President. He or she shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, membership 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; and, except as otherwise provided by law or the Board of Directors or the Chief Executive Officer, he or she may authorize any Vice President or other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in his or her place and stead. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors and Chief Executive Officer from time to time.

**5.8 Vice Presidents.** In the absence of the President or in the event of the President's death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election) shall 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. Any Vice President may sign, with the Secretary or Assistant Secretary, certificates for membership of the corporation; and shall perform such other duties and have such authority as from time to time may be delegated or assigned to him or her by the Chief Executive Officer or the President or by the Board of Directors. The execution of any instrument of the corporation by any Vice President shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the President.

**5.9 Secretary.** The Secretary shall: (a) keep minutes of the meetings of the members and of the Board of Directors (and of committees thereof) in one or more books provided for that purpose (including records of actions taken by the members or the Board of Directors (or committees thereof) without a meeting); (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by the Wisconsin Insurance Code; (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation, if any, is affixed to all documents the execution of which on behalf of the corporation is duly authorized; (d) maintain a record of the Members of the corporation, in a form that permits preparation of a list of the names and addresses of all Members, by class of membership; (e) sign with the Chief Executive Officer, the President, or a Vice President, certificates for membership of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the membership transfer

books of the corporation; and (g) in general, perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned by the Chief Executive Officer, the President or the Board of Directors.

**5.10 Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) maintain appropriate accounting records; (c) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all 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 Section 6.4; and (d) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Chief Executive Officer, the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**5.11 Assistant Secretaries and Assistant Treasurers.** There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Secretaries may sign with the Chief Executive Officer, the President or a Vice President, certificates for membership of the corporation, the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the Chief Executive Officer, the President or the Board of Directors.

**5.12 Other Assistants and Acting Officers.** The Board of Directors shall have the power to appoint, or to authorize any duly appointed officer of the corporation to appoint, any person to act as assistant to any officer, or as agent for the corporation in his or her stead, 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 or other agent so appointed by the Board of Directors or an authorized officer shall have the power to perform all the duties of the office to which he or she is so appointed to be an assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors or the appointing officer.

**5.13 Salaries.** The salaries of the Chief Executive Officer, the President, the Vice Presidents, the Secretary and the Treasurer shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, in compliance with any Conflict of Interest Policy adopted by the Board of Directors.

## **ARTICLE 6. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND DONATIONS; SPECIAL CORPORATE ACTS**

**6.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and

on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Chief Executive Officer, the President or one of the Vice Presidents and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal, if any, thereto; and when so executed, no other party to such instrument or any third party shall be required to make inquiry into the authority of the signing officer or officers.

**6.2 Loans.** No indebtedness or borrowed money shall be contracted on behalf of the corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

**6.3 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences 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 or under the authority of a resolution of the Board of Directors.

**6.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such bank, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

**6.5 Donations.** The Board may accept on behalf of the corporation any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. If required under section 6113 of the Internal Revenue Code, the corporation shall include prominent, appropriate fundraising disclosure language in accordance with Notice 88-120 (e.g., “Donations, contributions or gifts to Gundersen Health Plan, Inc. are not deductible as charitable contributions for federal income tax purposes.”).

**6.6 Voting of Securities Owned by this Corporation.** Subject always to the specific directions of the Board of Directors, (a) any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the Chief Executive Officer or the President of this corporation if he or she be present, or in his or her absence by any Vice President of this corporation who may be present, and (b) whenever, in the judgment of the Chief Executive Officer or the President, or in his or her absence, of any Vice President, it is desirable for this corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this corporation, such proxy or consent shall be executed in the name of this corporation by the Chief Executive Officer or the President or one of the Vice Presidents of this corporation, without necessity of any authorization by the Board of Directors, affixation of corporate seal, if any, or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities

issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

## **ARTICLE 7. CERTIFICATES OF MEMBERSHIP; TRANSFER OF MEMBERSHIP**

**7.1 Certificates of Membership.** Certificates representing membership of the corporation shall be in such form, consistent with the Wisconsin Insurance Code, as shall be determined by the Board of Directors. Such certificates shall be signed by the Chief Executive Officer or the President or a Vice President and by the Secretary or an Assistant Secretary. All certificates of membership shall be consecutively numbered or otherwise identified. The name and address of the person admitted as a Member, with the date of admission, shall be entered on the membership transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate shall have been surrendered and canceled, except as provided in Section 7.6.

**7.2 Facsimile Signatures and Seal.** The seal of the corporation, if any, on any certificates of membership may be a facsimile. The signature of the Chief Executive Officer or the President or Vice President and the Secretary or Assistant Secretary upon a certificate may be facsimiles if the certificate is manually signed on behalf of a transfer agent, or a registrar, other than the corporation itself or an employee of the corporation.

**7.3 Signature by Former Officers.** The validity of a membership certificate is not affected if a person who signed the certificate (either manually or in facsimile) no longer holds office when the certificate is issued.

**7.4 Transfer of Membership.** Memberships may not be transferred, including by sale, except as specifically approved by the Board of Directors. Prior to due presentment of a certificate of membership for registration or transfer, the corporation may treat the registered Member of such membership as the person exclusively entitled to vote, to receive notifications and otherwise to have and exercise all the rights and power of a Member. Where a certificate of membership is presented to the corporation with a request to register for transfer, the corporation shall not be liable to the Member or any other person suffering loss as a result of such registration of transfer if (a) there were on or with the certificate the necessary endorsements, and (b) the corporation had no duty to inquire into adverse claims or has discharged any such duty. The corporation may require reasonable assurance that such endorsements are genuine and effective and in compliance with such other regulations as may be prescribed by or under the authority of the Board of Directors.

**7.5 Restrictions on Transfer.** The face or reverse side of each certificate representing Membership shall bear a conspicuous notation of any restriction imposed upon the transfer of such Membership by the corporation or pursuant to the Members Agreement among the corporation and its owners.

**7.6 Lost, Destroyed or Stolen Certificates.** Where a Member claims that a certificate of membership has been lost, destroyed or wrongfully taken, a new certificate shall be issued in place thereof if the Member (a) so requests before the corporation has notice that membership has been acquired by a bona fide purchaser, (b) files with the corporation a



sufficient indemnity bond if required by the Board of Directors or any principal officer, and (c) satisfies such other reasonable requirements as may be prescribed by or under the authority of the Board of Directors.

**7.7 Consideration for Membership.** The Board of Directors may admit a person as a Member of the corporation for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the corporation. Before the corporation admits a Member, the Board of Directors shall determine that the consideration received or to be received is adequate. The corporation may place a membership in escrow in whole or in part for a contract for future services or benefits, a promissory note, or other property to be issued in the future, or make other arrangements to restrict the transfer of the membership, and may credit distributions in respect of the membership against their purchase price, until the services are performed, the benefits or property are received or the promissory note is paid. If the services are not performed, the benefits or property are not received or the promissory note is not paid, the corporation may cancel, in whole or in part, the membership escrowed or restricted and the distributions credited.

**7.8 Membership Regulations.** The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with law as it may deem expedient concerning the admission of a Member and the transfer or registration of membership of the corporation.

## **ARTICLE 8. GENERAL**

**8.1 Seal.** The Board of Directors may provide for a corporate seal for the corporation.

**8.2 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

## **ARTICLE 9. INDEMNIFICATION**

**9.1 General Provision of Indemnification.** Notwithstanding the specific provision of indemnification set forth in Section 9.2 of these bylaws, the Corporation shall, to the fullest extent permitted or required by Section 613.62 of the Wisconsin Insurance Code and Sections 181.0871 to 181.0883, inclusive, of the Wisconsin Nonstock Corporation Law, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Corporation. All capitalized terms used in this Article 9 and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Nonstock Corporation Law.

**9.2 Specific Provision of Indemnification.**

(a) Any person, or such person's estate or personal representative, made or threatened with being made a party to any action, suit, arbitration, or proceeding (civil, criminal, administrative, or investigative, whether formal or informal), which involves foreign, federal, state or local law, by reason of the fact that such person is or was a Director or Officer of this Corporation or of any Corporation or other enterprise for which he or she served at this Corporation's request as a director, officer, partner, trustee, member of any decision-making committee, employee, or agent, shall be indemnified by this Corporation for all reasonable expenses incurred in the Proceeding to the extent he or she has been successful on the merits or otherwise.

(b) In cases where a person described in subsection (a) is not successful on the merits or otherwise, this Corporation shall indemnify such person against Liability and reasonable Expenses incurred by him or her in any such Proceeding, unless Liability was incurred because the person breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following:

(i) A willful failure to deal fairly with the Corporation or its Members in connection with a matter in which the Director or Officer had a material conflict of interest;

(ii) 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;

(iii) A transaction from which the Director or Officer derived an improper personal profit; or

(iv) Willful misconduct.

(c) The determination whether indemnification shall be required under subsection (b) shall be made, at the selection of the Director or Officer, according to one of the following methods:

(i) By a majority vote of a quorum of the Board of Directors consisting of Directors not at the time Parties to the same or related Proceedings. If a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two 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;

(ii) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in (i) above or, if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are Parties to the same or related Proceedings; or

(iii) By the court conducting the Proceedings or another court of competent jurisdiction, either on application by the Director or Officer for an initial determination or on application for review of an adverse determination under (i) or (ii), above.

(d) The termination of a Proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required.

(e) A Director or Officer who seeks indemnification under this section shall make a written request to the Corporation.

(f) Upon written request by a Director or Officer who is a Party to a Proceeding described in subsection (a), this Corporation may pay or reimburse his or her reasonable Expenses as incurred if the Director or Officer provides the Corporation with all of the following:

(i) 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 the Corporation; and

(ii) A written undertaking, executed personally or on his or her behalf, to repay the allowance, and reasonable interest thereon, to the extent that it is ultimately determined under subsections (c) (i) or (c) (ii), above, that indemnification is not required or to the extent that indemnification is not ordered by a court under subsection (c) (iii), above. The undertaking under this subsection shall be an unlimited general obligation of the Director or Officer, may be accepted without reference to his or her ability to repay the allowance, and may be secured or unsecured.

(g) This Section 9.2, subsections (a) - (f), shall also apply where a person, or such person's estate or personal representative, is made or threatened with being made a Party to any Proceeding described in subsection (a) by reason of the fact that such person is or was an employee of the Corporation, except that in addition to the categories of conduct set forth in subsection (b) in relation to which the Corporation has no duty to indemnify the employee against liability and reasonable Expenses incurred by him or her, the Corporation has no duty to indemnify the employee against liability and reasonable Expenses incurred by him or her in any such Proceeding if Liability was incurred because the person breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted material negligence or material misconduct in performance of the employee's duties to the Corporation.

(h) Unless a Director or Officer of this Corporation has knowledge that makes reliance unwarranted, a Director or Officer, in discharging his or her duties to the Corporation, may rely on information, opinions, reports or statements, any of which may be written or oral, formal or informal, including financial statements and other financial data, if prepared or presented by any of the following:

(i) An Officer or employee of the Corporation whom the Director or Officer believes in good faith to be reliable and competent in the matters presented;

(ii) Legal counsel, public accountants or other persons as to matters the Director or Officer believes in good faith are within the person's professional or expert competence; or

(iii) In the case of reliance by a Director, a committee of the Board of Directors of which the Director is not a member if the Director believes in good faith that the committee merits confidence.

This subsection does not apply to the Liability of a Director for improper distribution of assets, corporate purchase of membership, or distribution of assets to Members during liquidation, or for corporate loans made to an Officer or Director, under Wisconsin Nonstock Corporation Law Section 181.0832(1), or the reliance of a Director on financial information represented as correct by corporate officers or independent or certified public accountants under Wisconsin Nonstock Corporation Law Section 181.0850.

(i) In discharging his or her duties to the Corporation and in determining what he or she believes to be in the best interest of the Corporation, a Director or Officer may, in addition to considering the effects of any action on Members, consider the following:

(i) The effects of the action on employees, suppliers and customers of the Corporation;

(ii) The effects of the action on communities in which the Corporation operates; or

(iii) Any other factor the Director or Officer considers pertinent.

### **9.3 Limited Liability of Directors and Officers and Members.**

(a) Except as provided in subsection (b) of this Section 9.3, a Director or Officer is not liable to this Corporation, its Members, or any person asserting rights on behalf of the Corporation or its Members, for damages, settlements, fees, fines, penalties or other monetary Liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a Director, unless the person asserting Liability proves that the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal with the Corporation or its Members in connection with a matter in which the Director had a material conflict of interest;

(ii) 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;

(iii) A transaction from which the Director derived an improper personal profit; or

(iv) Willful misconduct.

(b) This Section 9.3 does not apply to the Liability of a Director or Officer for improper distribution of assets, corporate purchase of its own membership, or distribution of assets to Members during liquidation, or for corporate loans made to an Officer or Director, under Wisconsin Nonstock Corporation Law Section 181.0832 (1).

(c) Pursuant to Section 181.0612 of the Wisconsin Nonstock Corporation Law, a Member of the corporation is not, as a Member, personally liable for the acts, debts, liabilities or obligations of the corporation.

## **ARTICLE 10. AMENDMENTS**

**10.1 By Members.** Except as otherwise provided in Section 1.1(c), these bylaws may be amended or repealed and new bylaws may be adopted by the Members at any annual or special meeting of the Members at which a quorum is in attendance.

**10.2 By Directors.** Except as otherwise provided by the Wisconsin Insurance Code, the articles of incorporation or Section 1.1(c), these bylaws may also be amended or repealed and new bylaws may be adopted by the Board of Directors by affirmative vote of six (6) out of the seven (7) GHS Directors, UHC Directors, and the UPH Universal Director (that includes the affirmative vote of the UPH Universal Director); *provided, however*, that the Members in adopting, amending or repealing a particular bylaw may provide therein that the Board of Directors may not amend, repeal or readopt that bylaw.

Exhibit A  
Membership Rights

<u>Member</u>	<u>Membership Rights<sup>1</sup></u>
Gundersen Lutheran Health System, Inc.	[ ]
University Health Care, Inc.	[ ]
Iowa Health System	[ ]
Total	100,000

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<sup>1</sup> Membership Right numbers to be inserted at the closing of the joint venture transaction in accordance with the terms of the Exchange Agreement.