

**BYLAWS  
OF  
HEALTH TRADITION HEALTH PLAN, INC.**

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**BYLAWS  
OF  
HEALTH TRADITION HEALTH PLAN, INC.**

**ARTICLE I**  
**Identification; Miscellaneous**

**Section 1.1. Name.** The name of the Corporation is Health Tradition Health Plan, Inc.

**Section 1.2. Offices.** The principal and home office of the Corporation is in the County of Dane, State of Wisconsin. The Corporation may have other such offices, either within or without the State of Wisconsin, as the Board of Directors may designate.

**Section 1.3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in the same year.

**ARTICLE II**  
**Shareholders**

**Section 2.1. Annual Meeting.** The annual meeting of shareholders of the Corporation shall be held within the State of Wisconsin, within 180 days of the fiscal year end as may be fixed by the Board of Directors and stated in a notice of the meeting, for the purpose of electing directors for the Corporation, the consideration of reports to be laid before such meeting, and the transaction of such other business as may properly come before the meeting. The Chairperson of the Board shall preside at the annual meeting, or in the absence of the Chairperson of the Board, the presiding officer shall be elected by majority vote of the shareholders.

**Section 2.2. Special Meetings.** Special meetings of the shareholders for the consideration of such matters as may be named in the call for such meetings may be held at any time upon the call of the President or the Board of Directors, and may also be held at any time, upon the call of the Secretary, if the holders of one-tenth of the outstanding shares of stock of the Corporation shall make written application to the Secretary to issue such call. Such special meetings shall be held within or without the State of Wisconsin, at a place specified in the written notice of such meeting, and no business shall be transacted and no corporate action shall be taken other than as stated in the notice of the special meeting.

**Section 2.3. Notice of Meeting.** Unless waived as herein provided, written notice of each annual or special meeting stating the time and place of the meeting and, in the case of a special meeting, the purpose or purposes thereof, shall be given by personal delivery or mail to each shareholder entitled to vote at or entitled to notice of the meeting at his/her address as it appears on the records of the Corporation, not more than fifty (50) days nor less than ten (10) days before any such meeting. When a plan of merger or plan of consolidation is to be submitted for shareholder approval at either an annual or special meeting of shareholders, written notice shall be given to each shareholder of record whether or not entitled to vote thereon not less than twenty (20) days before such meeting. Such notice shall state the

purpose of the meeting. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a shareholder attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any shareholder in person or by proxy or by attorney duly authorized may waive notice of the meeting in writing either before or after any such meeting.

**Section 2.4. Quorum.** Unless otherwise provided by law or in the Articles of Incorporation of the Corporation, a majority of the outstanding shares of stock entitled to be voted, represented either in person or by proxy, shall be necessary to constitute a quorum for the transaction of any business, but less than a quorum may adjourn from time to time as it may desire, without notice other than by announcement at the meeting, until the holders of the number of shares of stock requisite to constitute a quorum shall be present in person or by proxy. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally provided in the notice.

**Section 2.5. Fixing of Record Date.** For purposes of determining the shareholders entitled to receive notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect to any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix in advance a record date which shall not be more than fifty (50) days nor less than ten (10) days preceding the date of such meeting, the date fixed for the payment of any dividend or distribution or the date fixed for the receipt or the exercise of rights, as the case may be. For purposes of a shareholder meeting for the consideration of a plan of merger or plan of consolidation, the Board of Directors shall fix a record date which shall not be more than fifty (50) days nor less than twenty (20) days preceding such meeting. In the event no record date is so fixed pursuant to the foregoing, the day preceding the date of such meeting, the date fixed for the payment of any dividend or distribution or the date fixed for the receipt or the exercise of rights, as the case may be, shall be deemed the record date.

**Section 2.6. Voting Lists.** The officer who has charge of the stock record books of the Corporation shall prepare and make, at least ten (10) days before every meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in the name of each such shareholder as each appears on the records of the Corporation. Such lists shall be open to the examination of any shareholder, for any purpose germane to the meeting, during the ordinary business hours of the Corporation, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place which at such time is the principal office of the Corporation.

**Section 2.7. Voting.** Subject to the provisions of Section 2.5 of this Article II, each shareholder of record shall be entitled at every meeting of the shareholders to one vote for every share outstanding in its, his or her name on the record of shareholders of the Corporation. Such vote shall be either in person or by proxy filed with the Secretary at or before such meeting. All questions, unless otherwise provided by law, by the Articles of

Incorporation or the Bylaws of the Corporation, shall be decided by a majority of the votes thus cast.

The vote upon any matter as to which a vote by ballot is required by law, and, upon the demand of any shareholder, the vote upon any other matter before the meeting, shall be by ballot.

**Section 2.8. Proxies.** Subject to the provision of Section 2.5 of this Article II, a shareholder who is entitled to vote at a shareholders' meeting, or to execute consents, waivers or releases, may authorize another person or persons to act for him/her by a proxy. All proxies shall be in writing and shall be signed by the shareholder or his/her attorney-in-fact. All proxies shall expire eleven (11) months from the date of execution thereof, unless otherwise provided in the proxy. Every proxy shall be revocable at the will of the shareholder executing it, except as otherwise provided by law.

**Section 2.9. Organization.** The Chairperson of the Board, if any, shall preside at all meetings of the shareholders, or in his/her absence, the shareholders shall elect their own chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the shareholders and keep the minutes; but in the absence of the Secretary, the chairperson of the meeting may appoint any person to act as the secretary of the meeting.

### ARTICLE III Directors

**Section 3.1. General Authority.** All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors.

**Section 3.2. Number and Tenure of Directors.** The number of directors of the Corporation shall be determined by its Board of Directors, but shall be no less than nine (9) and no more than thirteen (13). A Director shall hold office until the annual meeting next succeeding his/her election and further until his/her successor is elected and qualified, or until his/her earlier resignation, removal from office, or death.

**Section 3.3. Election of Directors.** A minimum of nine (9) Directors shall be elected at the annual meeting of shareholders by ballot cast either in person or by proxy of the shareholders. Additionally, the shareholders may, at the annual meeting or at any regular meeting of the Board, elect additional Directors so long as the total number of Directors does not exceed thirteen (13). Each shareholder shall be entitled to one vote per share for the purpose of electing directors.

**Section 3.4. Qualifications.** Directors need not be residents of the State of Wisconsin nor shareholders of the Corporation. A director may not be employed in any capacity by the Corporation, Wisconsin Education Association Council (WEAC), or any affiliate thereof. Former employees of the Corporation, WEAC, or any affiliate thereof shall also be ineligible to serve as director.

**Section 3.5. Annual and Regular Meetings.** The annual meeting of the Board of Directors shall be held without other notice than this Bylaw on the same day and at this same place as the annual meeting of shareholders and immediately following such annual meeting of shareholders, or as soon thereafter as is practicable. Regular meetings of the Board of Directors shall be held at such times and places, within or without the State of Wisconsin, as the Board of Directors may, by resolution, from time to time, determine. The Secretary shall give notice of each such resolution to any director who was not present at the time the same was adopted, but no further notice of such regular meeting need be given. The Chairperson of the Board shall preside at all meetings of the Board of Directors or in the absence of the Chairperson of the Board, the presiding director shall be elected by the Board.

**Section 3.6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President, or a majority of the directors.

**Section 3.7. Notice of Special Meetings.** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto and shall be delivered personally, by mail, telegram, or otherwise, to each director. Such notice need not specify the purpose or purposes of this special meeting.

Any director may waive any call or notice required to be given either before or after the time of meeting stated therein. The attendance of a director at a meeting shall also constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of such meeting.

**Section 3.8. Quorum.** A majority of the whole Board of Directors shall constitute a quorum for the transaction of business; but less than a quorum may adjourn from time to time as it may desire, without notice other than by announcement at the meeting until a quorum shall be present.

**Section 3.9. Voting; Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Each director present shall be entitled to cast one vote on all questions coming before a meeting of the Board of Directors.

**Section 3.10. Vacancies.** Subject to Section 3.4, vacancies in the Board of Directors may be filled by a majority vote of the shareholders at any meeting of the shareholders called for that purpose, and any directors elected at any such meeting of shareholders shall serve until the next annual election of directors and further until their successors are elected and qualified.

**Section 3.11. Removal.** A director, or the entire Board of Directors, may be removed from office with or without cause by the affirmative vote of the holders of a majority of the outstanding shares at any meeting of shareholders called for that purpose, provided that the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director.

**Section 3.12. Compensation of Directors.** The directors shall serve without compensation, except that the Directors may by resolution authorize a daily stipend in recognition of service to the Board. In addition, Directors shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties.

**Section 3.13. Chairperson of the Board.** The Board of Directors shall elect from among themselves a Board Chairperson. The Chairperson 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 shareholders. If the election of the Chairperson is not held at such meeting, such election shall be held as soon thereafter as conveniently may be. The Chairperson shall preside at all meetings of the shareholders and Board of Directors, and shall have such other powers and duties as may be prescribed by the Board of Directors.

**Section 3.14. Executive Committee.** The Board of Directors shall have the power to appoint, by resolution adopted by a majority of the whole Board of Directors, a standing committee consisting of three (3) or more directors, to constitute an Executive Committee and also to appoint such other committees as the Board in its discretion shall create. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, but only to the extent which such power and authority shall be delegated to such Executive Committee in the resolution appointing the Executive Committee.

The Chairperson of the Board of Directors shall also serve as Chairperson of the Executive Committee. The Executive Committee shall keep full records and minutes of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third parties shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled by the directors, and the directors may appoint one or more directors as alternate members of the Executive Committee who may take the place of any absent member or members at any meeting, subject to the restrictions of the first paragraph of this Section 3.14.

All other committees, if any, shall have such powers and perform such duties, not inconsistent with the law, as may be delegated to it by the Board of Directors. Vacancies in such other committees shall be filled consistent with the procedure outlined in its charter or by the Chairperson of the Board.

**Section 3.15. Electronic Meetings.** The Board of Directors, or any committee thereof, may participate in, and act at, any meeting of the Board of Directors, or any committee thereof, through use of a telephone or other communications equipment by means of which all communication during the meeting is immediately transmitted to each participant who also has the ability to respond. If a meeting will be conducted through the use of such means, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 3.16. Informal Action of Directors.** Any action not reserved to the shareholders of the Corporation by the Articles of Incorporation of the Corporation or by the Bylaws or by

statute, and which may properly be taken by the Board of Directors or any committee thereof, may be taken without a meeting if all of the members of the Board or committee, as the case may be, consent thereto in writing and the consent or consents are filed with the minutes of the proceedings of the Board or committee. Any such consent shall set forth the action so taken and shall have the same effect as a unanimous vote of the Board or committee and may be stated as such in any document filed with the Wisconsin Office of the Commissioner of Insurance (the "Commissioner") or with anyone else. The Board, or any committee thereof, may act virtually through e-mail or other electronic means.

#### ARTICLE IV Corporate Officers

**Section 4.1. Officers.** The Board of Directors may appoint a Chief Executive Officer, a President, a Chief Operating Officer, a Secretary, a Treasurer, and a General Counsel to serve as Principal Corporate Officers. Any two principal offices may be held by one person, provided that at all times there shall be no less than three (3) separate persons acting as elected officers of the Corporation. The Board of Directors may from time to time create such offices and appoint such other officers, subordinate officers, and assistant officers as it may determine.

In addition to the powers and duties of the officers of the Corporation set forth in these Bylaws, the officers, agents, and employees of the Corporation shall have such powers and perform such duties in the management of the Corporation as the Board of Directors from time to time may prescribe.

**Section 4.2. Officer Election and Term of Office.** Subject to Section 4.1, the officers of the Corporation shall be elected and, unless removed pursuant to Section 4.3, each officer shall hold office until his or her successor has been duly elected and qualified, or until his or her prior death or resignation.

A vacancy in any office, however created, shall be filled by the Board of Directors.

**Section 4.3. Removal of Officers.** Subject to Section 4.1, any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall not prejudice the contract rights, if any, of the person(s) so removed.

**Section 4.4. Chief Executive Officer.** The Chief Executive Officer (CEO) shall be appointed by the Board and the terms of the appointment shall be specified in a contract between the Board and the CEO. Subject to the authority of the Board, the CEO shall, in general, supervise the business and affairs of the Corporation. The CEO may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation and deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and the CEO shall have all of the powers and duties prescribed by the Wisconsin Business Corporation Law and such other powers and duties as the



Board of Directors may from time to time assign to him/her. The CEO may serve as President or, with the advice and consent of the Board of Directors, the CEO may appoint a President and/or a Chief Operating Officer to assist in the performance of these responsibilities. The terms of appointment for the President must be approved by the Board.

**Section 4.5. President.** The President shall be elected by the Board and the terms of the appointment shall be specified in a contract between the Board and the President. The President shall have such powers and such further duties as may from time to time be assigned to him/her by the Board of Directors or assigned or delegated to him/her by the CEO. The President is accountable to the Board of Directors for providing leadership and direction to the Corporation. The President is responsible for overall planning, general operations, and efficient administration of the Corporation and implementing the vision of the Corporation. In the absence of the CEO or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the CEO to act personally, the President shall perform the duties of the CEO and, when so acting, shall have all the powers of and be subject to all the restrictions upon the CEO.

**Section 4.6. Chief Operating Officer.** The Chief Operating Officer shall have such powers and such further duties as may, from time to time, be assigned to him/her by the Board of Directors or assigned or delegated to him/her by the President.

**Section 4.7. Secretary.** The Corporation shall have a Secretary and any Assistant Secretaries as the Board of Directors may from time to time select. The Secretary or Assistant Secretary shall:

- (i) keep the minutes of the meeting of the shareholders and of the Board of Directors;
- (ii) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (iii) keep a register of the last known post office address of each shareholder;
- (iv) sign all certificates for shares and all deeds, mortgages, bonds, agreements, notes, and other instruments executed by the Corporation requiring his/her signature;
- (v) produce on request at each meeting of shareholders a certified list of shareholders arranged in alphabetical order in accordance with Section 2.6 of these Bylaws;
- (vi) have general charge of the stock transfer books of the Corporation; and
- (vii) in general perform all duties incident to the office of corporate Secretary.

The Secretary or any Assistant Secretary, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with such sureties as the Board of Directors shall determine.

**Section 4.8. Treasurer.** The Corporation shall have a Treasurer and any Assistant Treasurers as the Board of Directors may from time to time select. The Treasurer shall:

- (i) have charge and custody of, and be responsible for, all funds and securities of the Corporation;
- (ii) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by, or under the authority of, a resolution of the Board of Directors;
- (iii) cause to be kept adequate and correct accounts of the business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, stated capital, and shares, together with such other accounts which may be required; and upon the expiration of his/her term of office shall turn over to his/her successor or to the Board of Directors all property, books, papers, and money of the Corporation in his/her hands;
- (iv) perform such other duties as are incidental to the office of Treasurer; and
- (v) have such other powers and duties as may from time to time be assigned or delegated to him/her by the Board of Directors or by the CEO.

The Treasurer or any Assistant Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 4.9. General Counsel.** The Corporation shall have a General Counsel who serves as the chief legal advisor to the Board of Directors and to the officers and management of the Corporation. The General Counsel is also responsible for providing legal representation for the Corporation in litigation in federal and state courts and before regulatory agencies, assisting the officers and management of the Corporation in their decision making duties, and performing such other legal, operational, and administrative duties as may from time to time be assigned or delegated to him/her by the Board of Directors or by the CEO.

**Section 4.10. Compensation.** The compensation of all officers shall be fixed from time to time by resolution adopted by affirmative vote of a majority of directors then in office, and no officer shall be disqualified from receiving such compensation by reason of the fact that he/she is also a director of the Corporation.

**Section 4.11. Duties of Officers May be Delegated.** In the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of such officers to any other officer or to any director.

**Section 4.12. Succession.** The President shall designate, from among the Board-approved Officers, a successor that shall be authorized to perform the duties of the President in the absence of the President or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally. The appointment of a successor by the President shall be communicated in writing to the Chairperson of the Board. Any service by a successor is subject to the Board's consent and shall continue at the pleasure of the Board.

#### ARTICLE V

#### Indemnification of Directors, Officers, Employees and Agents

**Section 5.1. Definition of Terms.** For purposes of this Article V, the following terms shall mean:

- (a) "Director." A natural person who is or was elected or appointed as a director of the Corporation in accordance with Article III of these Bylaws.
- (b) "Officer." A natural person who is or was elected or appointed by the Board of Directors as an officer of the Corporation in accordance with Article IV of these Bylaws.
- (c) "Employee." A natural person who performs or performed services for the Corporation, pursuant to any express or implied, oral or written contract of employment, who is or was paid salary or wage compensation by the Corporation, but excluding any Directors, Officers or independent contractors.
- (d) The terms "Director," "Officer," and "Employee" shall further be deemed to include, respectively, natural persons who, while a Director, Officer or Employee of the Corporation:
  - (1) serve or served at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation, foreign corporation, partnership, joint venture, trust or other enterprise;
  - (2) serve or served an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to the plan or to participants in or beneficiaries of the plan;
  - (3) unless the context requires otherwise, the estate or personal representative of a Director, Officer or Employee.
- (e) "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a Proceeding.

- (f) "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to an employee benefit plan, and reasonable Expenses.
- (g) "Party" means a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a Proceeding.
- (h) "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

**Section 5.2. Indemnification for Directors, Officers, and Employees.**

- (a) The Corporation shall indemnify a Director, Officer, or Employee to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the Director, Officer, or Employee was a Party because he or she is a Director, Officer, or Employee of the Corporation.
- (b) In cases not included under Section 5.2(a), above, the Corporation shall indemnify a Director, Officer, or Employee against Liability incurred by the Director, Officer, or Employee in a Proceeding to which the Director, Officer, or Employee was a Party because he or she is a Director, Officer, or Employee of the Corporation, unless Liability was incurred because the person breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes any of the following:
  - (1) A willful failure to deal fairly with the Corporation in connection with a matter in which the Director, Officer, or Employee has a material conflict of interest.
  - (2) A violation of criminal law, unless the Director, Officer, or Employee 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, Officer, or Employee derived an improper personal profit.
  - (4) Willful misconduct.
- (c) Determination of whether indemnification is required under Section 5.2(b) shall be made pursuant to the procedure provided for in Section 5.4 of this Article V.
- (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 is not required under Section 5.2(b).

- (e) A Director, Officer, or Employee who seeks indemnification under this Article V shall make a written request to the Corporation.
- (f) Indemnification under this Article V is not required to the extent limited by the Articles of Incorporation.
- (g) Indemnification under this Article V is not required to the extent the Director, Officer, or Employee has previously received indemnification or allowance of Expenses from any person, including the Corporation, in connection with the same Proceeding.

**Section 5.3. Allowance of Expenses as Incurred.** Upon written request by a Director, Officer, or Employee who is a Party to a Proceeding, the Corporation may pay or reimburse his or her reasonable Expenses as incurred if the Director, Officer, or Employee provides the 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 the Corporation.
- (b) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required by this Article V and that indemnification is not ordered by a court under applicable Wisconsin Statutes. The undertaking under this Section 5.3(b) shall be an unlimited general obligation of the Director, Officer, or Employee and may be accepted without reference to his or her ability to repay the allowance. The Corporation may, however, require the Director, Officer, or Employee to secure the undertaking in any reasonable manner.

**Section 5.4. Determination of Right to Indemnification.** Except for court ordered indemnification of Directors and Officers provided for in Sections 180.0854, 180.0855(5), and 611.62(2) of the Wisconsin Statutes, the right of a Director, Officer, or Employee to indemnification under this Article V shall be determined by one of the methods set forth below. The determination of which method will be used shall be by a majority vote of the Board of Directors.

- (a) By 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.
- (b) By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in Section 5.4(a) of this Article V 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.

**Section 5.5. Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, Employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would be required or authorized to indemnify or allow expenses to the individual against the same liability under this Article V or applicable Wisconsin Statutes.

**Section 5.6. Notice to Insurance Commissioner.** No indemnification may be made to any person under this Article V until at least 30 days after notice has been given to the Commissioner containing full details about the proposed indemnification, as required under Section 611.62(2) of the Wisconsin Statutes.

#### ARTICLE VI Certificates for Shares

**Section 6.1. Certificates of Stock.** Certificates representing shares of the Corporation shall be in the form as may be determined from time to time by the Board of Directors. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and the date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled, and no new certificates shall be issued until the former certificates for the same number of shares have been surrendered and cancelled, except for properly documented lost, destroyed, or stolen certificates.

#### ARTICLE VII Dividends

**Section 7.1. Dividends.** The Board may from time to time in its sound discretion declare, and the Corporation may pay or issue, dividends on its outstanding shares in the manner and upon terms and conditions provided by law.

**Section 7.2. Contingency Reserve.** Before payment of any dividend, if any, or distribution of any profit, if any, there may be set aside, out of the net profit of the Corporation, such sum or sums as the directors may from time to time in their absolute discretion think proper, as a reserve fund to meet contingencies or for equalizing dividends, or to comply with the laws of the State of Wisconsin, or of any other state in which the Corporation may be doing business.

**ARTICLE VIII**  
**Contracts, Loans, Checks, and Deposits**

**Section 8.1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 8.2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

**Section 8.3. Checks, Drafts, and Transfers.** 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 officers or agents of the Corporation and in such a manner as the Board of Directors may designate or as provided in these Bylaws. No instruments shall be signed in blank.

**Section 8.4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**ARTICLE IX**  
**Miscellaneous Provisions**

**Section 9.1. Books and Records.** The books, accounts, and records of the Corporation shall be open to the inspection of the shareholders only at such time as the Board of Directors may, by resolution, designate or as may otherwise be required by law.

**Section 9.2. Surety Bonds.** No person shall be a director or officer of the Corporation unless eligible to be bonded by a surety company (other than the Corporation or its affiliates) under such terms and conditions prescribed by law or the regulations of the Commissioner.

**Section 9.3. Conflict of Interest.** No director, officer, or employee of the Corporation shall have any position with, or a substantial interest in, any other business enterprise operated for profit, the existence of which would conflict or might reasonably be supposed to conflict with the proper performance of his Corporation duties or responsibilities, or which might tend to affect his independence of judgment with respect to transactions between the Corporation and such other business enterprise, without full and complete disclosure thereof to the Board of Directors. Each director, officer, or employee who has such a conflicting interest with respect to any transaction which he/she knows is under consideration by the Board of Directors or any of its committees, is required to make timely disclosure thereof so that it may be part of the directors' consideration of the transaction. The Board of Directors, who may act through an appropriate committee, shall adopt such regulations and procedures as shall from time to time appear to them sufficient to secure compliance with the policy provided in this Section 9.3.

**Section 9.4. Independent Certified Accountant.** The books and records of the Corporation shall be audited annually by an independent certified accountant or accounting firm. Such accountant or firm shall be appointed by the Board of Directors.

**Section 9.5. Amendments of Bylaws.** These Bylaws shall be subject to alteration, amendment, repeal, or the adopting of new Bylaws only pursuant to Article VIII of the Articles of Incorporation of the Corporation.