

**FOURTH AMENDED BYLAWS  
OF  
MISSOURI EDUCATORS UNIFIED HEALTH PLAN**

**ARTICLE I**

**CORPORATION, OFFICES, RECORDS, SEAL**

Section 1.1. The Corporation. The Missouri Educators Unified Health Plan is a corporation that is organized under the Missouri Nonprofit Corporation Act. Pursuant to its Articles of Incorporation, this corporation has members as provided in Article III below.

Section 1.2. Principal Office. The principal office and location of this corporation shall be at such place in or outside the State of Missouri as may be designated from time to time by the board of directors.

Section 1.3. Registered Office and Registered Agent. This corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be as are stated in the Articles of Incorporation or as may be determined from time to time by the board of directors pursuant to the applicable provisions of law.

Section 1.4. Records. This corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, a record of all actions taken by committees of the board of directors and appropriate accounting records. All other records shall be kept for a minimum of 7 years or as otherwise required by law.

This corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by regions, if any, showing the number of votes each member is entitled to vote. This corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Without limiting the records required to be kept pursuant to this Section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated Articles of Incorporation and all amendments to them currently in effect;
- (b) its Bylaws or restated Bylaws and all amendments to them currently in effect;

- (c) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class of members;
- (d) the minutes of all meetings of members and records of all actions approved by the members;
- (e) all written communications to all members or any class of members generally within the past three years, including the annual financial statements of this corporation;
- (f) a list of the names and business or home addresses of its current directors and officers;
- (g) its most recent annual report delivered to the Missouri Secretary of State as required by the Missouri Nonprofit Corporation Act;
- (h) its current license to do business issued by the Missouri Department of Insurance; and
- (i) appropriate financial statements of all income and expenses.

Except as required by law or as may be authorized by the board of directors (including the collection of appropriate charges), no member or agent or attorney of any member shall have the right to inspect the foregoing records or any other records of this corporation.

Section 1.5 Seal. The board of directors shall adopt, and may alter at pleasure, a corporate seal, which shall have inscribed thereon the name of this corporation and the words: Corporate Seal — Missouri. The corporate seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or to be in any other manner reproduced.

## ARTICLE II

### TYPE OF CORPORATION: PURPOSES

Section 2.1. Type of Corporation. This corporation is a mutual benefit corporation. Such designation is made solely for the purposes of Section 355.096.2(2) of the Missouri Nonprofit Corporation Act.

Section 2.2. Purposes of the Corporation. The purposes of this corporation shall be to provide its members with accident, health, dental and vision insurance, and all other insurance and other benefits as permitted under Missouri law, either directly or indirectly through the purchase of insurance policies or excess or reinsurance contracts, or on a self-funded basis and all other nonprofit purposes as stated in the Articles of Incorporation.

## ARTICLE III

### MEMBERSHIP

Section 3.1. General. This corporation shall have nine regions each with its two subclasses (voting and non-voting) of membership.

Section 3.2. Qualification and Admission. The members of this corporation shall consist of Missouri school districts that are political subdivisions of the State of Missouri and other educational institutions so qualified under Missouri Revised Statutes Section 537.620. All members shall be voting members except as provided in the following sentence. Any members who are not in, or who have not qualified for the self-funded health program established by the corporation shall be non-voting members. In the event of any question as to the voting or non-voting class status of any particular member, the Board of Directors shall make such determination. All non-voting members shall have all rights and responsibilities set forth with respect to members herein, except that non-voting members shall have no right to vote on any matter. Other than the initial members set forth in the Articles of Incorporation, any such entity seeking membership in the corporation shall make application to the board of directors, and upon approval thereof by a majority of the directors, the applicant shall be admitted to membership in the corporation by no less than fifty-seven percent (57%) affirmative vote of the then-existing membership in the region. There shall be nine regions of membership: Region I – Northwest Region (a) voting subclass and (b) non-voting subclass; Region II – Southeast Region (a) voting subclass and (b) non-voting subclass; Region III – Northeast Region (a) voting subclass and (b) non-voting subclass; Region IV – Central Region (a) voting subclass and (b) non-voting subclass; Region V – West Central Region (a) voting subclass and (b) non-voting subclass; Region VI – Southwest Region (a) voting subclass and (b) non-voting subclass; Region VII – South Central Region (a) voting subclass and (b) non-voting subclass; Region VIII – St. Louis Region (a) voting subclass and (b) non-voting subclass; Region IX – Kansas City Region (a) voting subclass and (b) non-voting subclass

Section 3.3. Dues and Assessments. Each member shall pay to the corporation:

- (a) Upon admission, an initial assessment of \$250.00; and
- (b) Periodic assessments as determined by the board of directors to pay the costs of providing and/or maintaining a self-funded health program, group insurance or reinsurance for the members, and all necessary and reasonable expenses related thereto.

Section 3.4. Transfer of Memberships. No member may transfer a membership in this corporation or any right derived therefrom.

Section 3.5. Resignation, Expulsion or Suspension of Members.

- (a) Any member may resign as a member. Such resignation shall be in writing addressed to the secretary of this corporation and shall be effective immediately or upon the time specified, as such resignation may provide. The resignation of a member does not relieve the

member from any obligations the member may have to this corporation as a result of obligations incurred or commitments made prior to resignation, including without limitation any and all obligations incurred and commitments made under any membership application and/or membership agreement submitted to this corporation.

(b) The board of directors of this corporation may expel or suspend a member or terminate or suspend a membership in accordance with the following procedures:

(i) this corporation shall give at least thirty (30) days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) the board of directors shall provide an opportunity for the affected member to be heard, orally or in writing, by the board of directors not less than five days before the effective date of the expulsion, suspension or termination; and

(iii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this corporation's records.

(c) Notwithstanding the foregoing, if a member fails to pay any dues, assessments, premiums, or other monetary amounts due to this corporation when such amounts become due, such member may be expelled or suspended, and such member's membership may be terminated or suspended, in accordance with the following procedures:

(i) this corporation shall give at least fifteen (15) days' prior written notice to the affected member of the expulsion, suspension or termination and the reasons therefor;

(ii) any written notice given to the member by mail shall be given by first class or certified mail sent to the last address of the member shown on this corporation's records; and

(iii) if payment of the amount due is not received by this corporation within the period specified in such notice, this corporation may expel or suspend such member, and may terminate or suspend such member's membership, without providing an opportunity for the affected member to be heard.

(d) In the event a member resigns, is expelled, suspended or terminated, such former member shall not be eligible for re-entry for a period of time as designated by the board of directors.

Section 3.6. Purchase of Memberships. This corporation shall not be obligated to purchase the membership of any member who resigns or whose membership is terminated, nor shall the corporation be obligated to compensate any such member for its contribution to the corporation's surplus or reserves. Should the board of directors, in its sole discretion, choose to purchase a member's membership or compensate a resigning or terminated member, then the amount and conditions of any such purchase or compensation shall be determined by the board

of directors in each case; provided, however, that no payment shall be made in violation of Section 355.661 of the Missouri Nonprofit Corporation Act.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 4.1. Place of Meetings. All meetings of the members shall be held at the principal office of this corporation or at such other place or places, within or without the State of Missouri, as the board of directors shall have determined.

Section 4.2. (a) Annual Meetings. An annual meeting of members shall be held on the third Tuesday in March of each year, commencing in 2022, if not a legal holiday, and if a legal holiday, then on the next business day following or on such other date as the board of directors may specify.

(b) Regular Meetings. In addition to the annual meeting, the members may hold regular meetings at such time and place as may be determined from time to time by resolution of the board of directors.

(c) Special Meetings. Special meetings of the members may be held for any purpose or purposes. Special meetings may be called by the by the president, by the secretary, or by the board of directors, and shall be called by any officer upon the written demand of at least five percent of the members entitled to vote at any such special meeting, provided such written demand states the purpose or purposes of the proposed meeting. The close of business on the thirtieth day before delivery of the demand for a special meeting to any corporate officer is the record date for the purpose of determining whether the foregoing five percent requirement has been met.

To the extent that there is no separate call of a meeting of members, the "call" and the "notice" of any such meeting shall be deemed to be synonymous.

Section 4.3. (a) Notice. Notice of each meeting of the members, whether annual, regular or special, stating the place, day and hour of the meeting, shall be given, by or at the direction of the the president, the secretary or the officers or persons calling the meeting, to each member entitled to vote thereat. Such notice shall be mailed, sent by facsimile, personally delivered, or by electronic mail with confirmation, to each member entitled to such notice. Such notice shall be given and effective not less than ten days (or 30 days if mailed by other than first-class or registered mail) nor more than 60 days prior to the meeting. If a meeting is called pursuant to the demand of at least five percent of the members entitled to vote thereat, such notice shall also be given and effective within 30 days after the date such demand is delivered to an officer. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these Bylaws.

(b) Waiver of Notice. A member may waive any notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or any law by signing and delivering to this corporation for inclusion in the minutes or filing with the corporate records a written waiver thereof, before or after the date and time stated in the notice. A member's attendance at a meeting (i) waives objection to lack of notice or defective notice of such meeting, unless, at the beginning

of the meeting, the member objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

(c) Presiding Officials. Every meeting of the members, for whatever object, shall be convened by the president, or by the officer or person who called the meeting, but it shall be presided over by the appropriate officer specified in Section 7.6 or 7.7 of these Bylaws; provided, however, that the members at any meeting by a majority vote, and notwithstanding anything to the contrary contained elsewhere in these Bylaws, may select any persons of their choosing to act as chairman and secretary of such meeting or any session thereof.

Section 4.4. (a) Business Which May Be Transacted at Annual Meetings. At each annual meeting of the members, directors shall be installed and will hold office until the next succeeding annual meeting and until their successors shall have been elected and commenced their terms of office and they may transact such other business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) if a matter or matters required by the Missouri Nonprofit Corporation Act to be approved by the members pursuant to Section 355.416 (relating to a conflict of interest transaction), Section 355.476 (relating to indemnification), Section 355.561 (relating to an amendment to this corporation's Articles of Incorporation), Section 355.596 (relating to an amendment to this corporation's Bylaws), Section 355.631 (relating to a plan of merger), Section 355.656 (relating to a disposition of all or substantially all of this corporation's property), or Section 355.666 or 355.671 (relating to dissolution) will be voted upon at an annual meeting, the notice of the meeting must include a description of such matter or matters and (ii) unless one-third or more of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act) is present in person or by proxy, the only matters that may be voted upon at an annual meeting of the members are those matters that are described in the meeting notice. At each annual meeting of the members, the president and the treasurer shall report on the activities and financial condition of this corporation.

(b) Business Which May Be Transacted at Regional Meetings. At the spring regional meeting, members will elect or re-elect directors to represent the region when the term of the director has ended as outlined in Section 5.3 (Elections and Terms of Office). Other matters may be voted on at the regional meetings that are described in the meeting notice.

(c) Business Which May Be Transacted at Regular Meetings. At any regular meeting of the members, the members may transact such business as may be desired, whether or not the same was specified in the notice of the meeting; provided, however, that (i) if a matter or matters required by the Missouri Nonprofit Corporation Act to be approved by the members pursuant to Section 355.416 (relating to a conflict of interest transaction), Section 355.476 (relating to indemnification), Section 355.561 (relating to an amendment to this corporation's Articles of Incorporation), Section 355.596 (relating to an amendment to this corporation's Bylaws), Section 355.631 (relating to a plan of merger), Section 355.656 (relating to a disposition of all or substantially all of this corporation's property), or Section 355.666 or 355.671 (relating to dissolution) will be voted upon at a regular meeting, the notice of the meeting must include a description of such matter or matters and (ii) unless one-third or more of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act) is present in person or by

proxy, the only matters that may be voted upon at a regular meeting of the members are those matters that are described in the meeting notice.

(d) Business Which May Be Transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting, unless the transaction of other business is consented to by all members entitled to vote on such matter.

Section 4.5. Quorum and Manner of Acting. Except as otherwise may be provided by law or by the Articles of Incorporation, fifty percent (50%) of the members entitled to vote, present in person or by proxy, shall constitute a quorum. Every decision of a majority of the members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the Articles of Incorporation or by these Bylaws. If, however, the quorum specified above should not be present at any meeting, but at least ten percent (10%) of the members entitled to vote are present in person or by proxy, the members present and entitled to vote shall have power successively to adjourn the meeting and to act as a quorum for such limited purpose, without notice to any member other than announcement of the time and place at the meeting, to a specified date not longer than 70 days after such record date. At any subsequent session of the meeting at which a quorum is present in person or by proxy, any business may be transacted that could have been transacted at the initial session of the meeting if a quorum had been present.

Section 4.6. (a) Proxies. At any meeting of the members, every member having the right to vote shall be entitled to vote in person or by proxy executed in writing by such member or by such member's duly authorized attorney-in-fact. Appointment of a proxy is effective when received by the secretary or other officer or agent of this corporation that is authorized to tabulate votes. Unless a different period is expressly provided otherwise in such proxy, a proxy shall be valid for eleven months, but no proxy shall be valid for more than three years from the date of execution.

An appointment of a proxy is revocable by the appointing member. The dissolution of the member appointing a proxy revokes the proxy; provided, however, that such dissolution does not affect the right of this corporation to accept the proxy's authority unless notice of the dissolution is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

(b) Voting. Each member, except non-voting subclass members, shall have one vote on each matter voted on by the members. There shall be no cumulative voting. Voting at any meeting may, but need not be, by written ballot. If a membership stands of record in the names of two or more persons, their acts with respect to voting shall have the following effect:

- (i) if only one votes, such act binds all; and
- (ii) if more than one votes, the vote shall be divided on a pro rata basis based upon the number of persons voting.

Whether this corporation shall accept a vote, consent, waiver, or proxy appointment and give it effect as the act of a particular member shall be determined in accordance with the standards set forth in Section 355.306 of the Missouri Nonprofit Corporation Act.

Section 4.7. Written Consent of Members. Any action required to be taken or which may be taken at a meeting of voting members may be approved without a meeting of members if the action is approved by voting members holding at least eighty percent (80%) of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act). The action must be evidenced by one or more written consents describing the action taken, signed by those members representing at least sixty six and two thirds percent (66 2/3%) of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act), and delivered to this corporation for inclusion in the minutes or filing with the corporate records. Written consent may be delivered by the member by electronic mail. Written notice of member approval pursuant to this Section 4.7 shall be given to all members who have not signed the written consent. Such notice shall be deemed given on the date determined in accordance with Article X of these Bylaws. If written notice is required, voting member approval pursuant to this Section 4.7 shall be effective ten days after such written notice is given.

Section 4.8. Voting by Ballot in Lieu of Member Meeting. Any action required to be taken or which may be taken at a meeting of the voting members may be taken without a meeting if this corporation delivers a written ballot to every member entitled to vote on the matter, setting forth the proposed action, and providing an opportunity to vote for or against such proposal. The written ballots may be delivered to the members by electronic mail. Members may deliver ballots by electronic mail to the Secretary of the Board of Directors or the Secretary's designee, to the email address specified on the ballot. Approval by written ballot pursuant to this Section 4.8 shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of votes approving the matter equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) indicate the number of responses needed to meet the quorum requirements;
- (b) state the percentage of approvals necessary to approve each matter other than election of directors; and
- (c) specify the time by which a ballot must be received by this corporation in order to be counted.

Except as otherwise provided in the solicitation, a written ballot may not be revoked. The secretary shall certify any such vote by written ballot and shall file such certificate with the minutes of the meetings of the members.

Section 4.9. Record Date. The board of directors may fix a future record date for the determination of members (i) who are entitled to notice of and to vote at any meeting of the members, (ii) who are entitled to sign any written consent under Section 4.7 above or (iii) who are



entitled to vote on any matter submitted for voting by ballot under Section 4.8 above. If the board does not so set a record date, then:

(a) the members entitled to notice of a meeting shall be those members of record as of the close of business on the business day preceding the day the notice is sent to the members;

(b) the members entitled to vote at a meeting shall be those persons who are entitled to notice of the meeting;

(c) the members entitled to sign consents in lieu of a meeting (as permitted under Section 4.7 above) are those members of record on the date the consent is signed by the member who first signs such consent; and

(d) the members entitled to vote by ballot (as permitted under Section 4.8 above) are those members of record on the date such a ballot is signed by the member who first signs such a ballot.

Notwithstanding the foregoing, no record date shall be fixed or established pursuant to the foregoing provisions that is more than 70 days before the meeting or action requiring a determination of members occurs. If a meeting is adjourned, the record date for the original meeting is the record date for the adjournment; provided, however, that if a meeting is adjourned to a date more than 70 days after the record date for determining members entitled to notice of the original meeting, then the board of directors shall fix a new record date for the adjournment.

Section 4.10. Member Lists. After fixing a record date for a notice of a meeting, this corporation shall prepare an alphabetical list of the name, address and number of votes of each member who is entitled to vote at the meeting. The list of members shall be available for inspection by any member for the purpose of communication with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at this corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent or a member's attorney is entitled on written demand to inspect the list, at a reasonable time, during the period it is available for inspection. This corporation shall make the list of members available at the meeting, and any member, a member's agent or a member's attorney is entitled to inspect the list at any time during the meeting or any adjournment.

Without the consent of the board of directors, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the foregoing, without the consent of the board of directors a membership list or any part thereof may not be:

(a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by this corporation;

(b) used for any commercial purpose; or

(c) sold to or purchased by any person.

## ARTICLE V

### DIRECTORS

Section 5.1. Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of this corporation shall be managed under the direction of, the board of directors of this corporation. The board of directors shall have and is vested with all and unlimited powers and authorities, except as it may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of this corporation, to determine the policies of this corporation, to do or cause to be done any and all lawful things for and on behalf of this corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that (a) the board of directors shall not authorize or permit this corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or by a corporation organized under the Missouri Nonprofit Corporation Act, (b) none of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and (c) all income and property of this corporation shall be applied exclusively for its nonprofit purposes.

Section 5.2. Number and Qualifications. Unless and until changed by the board of directors as hereinafter provided, the number of directors to constitute the board shall be nine, one for each Region of Membership. The board shall have the power to change the number of directors by resolution adopted by a majority of the full board; provided, however, that in no event shall the number of directors be fewer than three. All directors must be natural persons.

Section 5.3. Election and Terms of Office. Each director named in the Articles of Incorporation shall hold office until the first annual meeting of the members and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal. At the first annual meeting and at every following annual meeting of the members thereafter, as the last order of business of the meeting, new directors shall be elected by the members to succeed those directors whose terms expire with such annual meeting. A person so elected as a director shall serve until the next following annual meeting of the members and until the term of office of such director's successor has commenced, or until such director's earlier death, incapacity, disqualification, resignation or removal.

Any director may be elected for successive terms. Beginning with the annual meeting held in 2010, staggered terms will be established as follows: Southeast, South Central – three (3) year term; Central, St. Louis, Northwest, Northeast –two (2) year term; Southwest, West Central – one (1) year term, and beginning with the annual meeting held in 2017, Kansas City – three (3) year term. When all of the aforementioned terms expire and a director is either re-elected or replaced, the new term will be three (3) years. The election in respect of consecutive full terms shall not be deemed to include any term of less than one full year; provided, however, (a) that the term of any director named in the Articles of Incorporation to serve for a period expiring with the annual meeting of the member to be held in 2009 shall be computed as a full term of one year, (b) that in case of replacements to fill vacancies in the tenure of directors a period of six months or more shall

be computed as one year of a full term; and (c) that the term of a director elected at an annual meeting of the members for a period expiring with the next following annual meeting of the members shall be treated as one year toward a full term, notwithstanding any change or changes in the dates of the annual meeting in the years involved.

Section 5.4. Commencement of Term of Office. The term of office of a person elected a director shall not commence until the time the person accepts the office of director either by a written acceptance or by participating in the affairs of this corporation at a meeting of the board of directors or otherwise.

Section 5.5. Vacancies. Vacancies on the board of directors resulting from the death, resignation, removal, incapacity or disqualification of a director, or by reason of an increase in the number of directors or the failure of an elected director to accept the office of director, may be filled by a majority vote of the remaining members of the board of directors (even though the directors remaining in office constitute fewer than a quorum) at any annual meeting or at a special meeting called for that purpose. A director elected to fill a vacancy shall meet any qualifications set forth in these Bylaws, and shall serve for the unexpired term of such director's predecessor and until the term of office of such director's successor has commenced.

Section 5.6. Compensation. No director shall receive compensation from this corporation for any service such person may render to it as a director. However, a director may be reimbursed for such director's actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

Section 5.7. Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors and shall have and exercise the authority of the board in the management of this corporation to the extent provided in the designating resolution. Other committees not having the authority of the board of directors in the management of this corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the board of directors.

Committees of the board of directors and members of such committees are governed by Article VI of these Bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee shall be required to hold an annual meeting and provided, further, that a majority of the number of persons serving on a committee immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of such committee.

All committees so appointed shall, unless otherwise provided by the board of directors in the case of committees not having the authority of the board of directors, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of this corporation and shall report the same to the board of directors at or prior to its next meeting. The secretary or an assistant secretary of this corporation may act as secretary of any such committee if the committee so requests.

A committee of the board may not:

- (a) authorize distributions to members, directors, officers, agents or employees except in exchange for value received;
- (b) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of this corporation's assets;
- (c) unless otherwise stated in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the board or on any of its committees; or
- (d) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 5.8. Resignation. Any director may resign from the board of directors by delivering a written notice thereof to the board of directors, its presiding officer, or to the president or secretary of this corporation. Such resignation shall be effective when such notice is delivered, unless a later date is specified in the notice.

Section 5.9. Removal.

(a) The members may, without cause, remove one or more directors elected by the members. A director may be removed by the members only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

(b) A director elected by the board of directors may be removed without cause by a vote of two-thirds of the directors then in office; provided, however, that a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not by the board.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

Section 6.1. Annual Meetings of the Board-Notice. The newly elected members of the board and those members of the board who continue in office (if any) shall meet annually (a) immediately following the adjournment of the annual meeting of members, at the same location as such meeting, or at such other time and place, either within or without the State of Missouri, as shall be established at the annual meeting of the members, and no notice of such board meeting shall be necessary to any directors in order legally to constitute the meeting, provided a quorum shall be present, (b) if not so established or if a quorum shall not be present, the members of such board may meet at such time and place as shall be consented to in writing by a majority of the directors, provided that notice of such meeting shall be given to each of the other directors in the same manner as provided in Section 6.4 of these Bylaws with respect to the giving of notice of special meetings of the board except that it shall not be necessary to state the purpose of the

meeting in such notice, or (c) regardless of whether or not the time and place of such meeting shall be so established, the members of such board may meet at such time and place as shall be consented to in writing by all of the directors.

Section 6.2. Regular Meetings. In addition to the annual meeting, the board of directors may hold regular meetings at such time and place as may be determined from time to time by resolution of the board. Notice of a regular meeting need not be given. Any business may be transacted at a regular meeting.

Section 6.3. Special Meetings. Special meetings of the board of directors may be called by the by the president or by at least twenty percent (20%) of the directors to be held at any time and for any purpose or purposes. Special meetings shall be held at the principal office of this corporation or at such place or places, within or without the State of Missouri, as the board of directors shall have determined.

Section 6.4. Notice of Meetings.

(a) Written notice of each special meeting of the board, stating the place, day and hour of the meeting and the purpose or purposes thereof, shall be provided to each director by the officer or directors calling the special meeting and shall be given and effective at least two days before the day on which the meeting is to be held.

(b) Whenever notice is required to be given to a director, such notice shall be mailed, sent by facsimile, personally delivered or sent by electronic mail to such director. Such notice shall be deemed given and effective on the date determined in accordance with Article X of these Bylaws.

"Notice" and "call" with respect to such meetings shall be deemed to be synonymous.

Section 6.5. Quorum. Unless otherwise required by law or provided elsewhere in these Bylaws, the presence of one-half of the directors in office immediately before a meeting begins shall be requisite for and shall constitute a quorum for the transaction of business at all meetings; provided, however, that in no event shall fewer than two directors constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be valid as the act of the board of directors except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or by these Bylaws.

Section 6.6. Adjournment. If the quorum specified above should not be present at any such meeting, but at least one-third of the directors in office are present, the directors present shall have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present any business may be transacted that could have been transacted at the original session of the meeting.

Section 6.7. Voting. Each director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 6.8. Meetings by Conference Telephone or Similar Communications Equipment. Members of the board of directors of this corporation may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and see each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

Section 6.9. Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if one or more written consents describing the action so taken are signed by all members of the board. The members of the board of directors may deliver written consent via electronic mail to the Secretary of the Board of Directors, or to Secretary's designee. The consents shall have the same force and effect as a vote at a meeting duly held and may be described as such in any document. The secretary shall file such consents with the minutes of the meetings of the board of directors.

## ARTICLE VII

### OFFICERS

Section 7.1. General. The officers of this corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the board of directors may elect. The president shall be elected from among the members of the board of directors and shall at all times while holding such office be a member of the board of directors.

The officers shall be first elected by the board of directors named in the Articles of Incorporation at the first meeting of the board, to serve at the pleasure of the board until the first annual meeting of the board of directors or until their earlier death, incapacity, disqualification, resignation or removal. At the first and each subsequent annual meeting of the board of directors, the newly elected board shall elect officers to serve at the pleasure of the board until the next annual meeting of the board or until their earlier death, incapacity, disqualification, resignation or removal.

Each officer of this corporation who is not reelected at the annual meeting of the board next succeeding such officer's election and at which any officer of this corporation is elected shall be deemed to have been removed by the board, unless the board provides otherwise at the time of such officer's election.

The election of an officer does not itself create contract rights.

Section 7.2. Resignation. An officer may resign by delivering a written notice thereof to this corporation. Such resignation shall be effective when such notice is delivered, unless a future effective date is specified in the notice.

Section 7.3. Removal. Any officer or any employee or agent of this corporation may be removed or discharged for any lawful purpose by the board of directors at any time with or without cause, but such removal or discharge shall not affect the contract rights, if any, of the person so removed or discharged.

Section 7.4. Compensation. No officer who is also a member of the board of directors shall receive any salary or compensation for serving as a director. Salaries and compensation of all officers and of all other agents and employees of this corporation, if any, may be fixed, increased or decreased by the board of directors, but until action is taken with respect thereto by the board of directors, the same may be fixed, increased or decreased by the chairman of the board, president, or such other officer or officers as may be empowered by the board of directors to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of this corporation.

Section 7.5. Vacancies. Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of this corporation shall be filled by the board of directors at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy shall serve at the pleasure of the board until the next annual meeting of the board or until such person's earlier death, incapacity, disqualification, resignation or removal.

Section 7.6. Delegation of Authority. The board of directors may from time to time delegate any of the functions, powers, duties and responsibilities of any officer to any other officer or to any agent or employee of this corporation or other responsible person. In the event of such delegation, the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

Section 7.7 The President. Unless the board otherwise provides, the president shall be the chief executive officer of this corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the president shall carry into effect all directions and resolutions of the board. In the absence of the chairman of the board or if there be no chairman of the board, the president shall preside at all meetings of the members and the board of directors at which the president may be present. If the board of directors does not appoint an Administrator pursuant to Article VIII of these Bylaws or upon the death or during the absence, disability, or inability or refusal to act of any Administrator so appointed, the president may exercise all of the powers and perform all of the duties of the Administrator.

The president may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of this corporation, may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of this corporation.

If a chairman of the board be elected and designated as the chief executive officer of this corporation, as provided in Section 7.6, the president shall perform such duties as may be specifically delegated to the president by the board of directors or are conferred by law exclusively upon the president, and upon the death or during the absence, disability, or inability or refusal to act of the chairman of the board, the president shall perform the duties and exercise the powers of the chairman of the board.

Unless otherwise specifically provided by the board of directors, the president shall have the right to participate in any meeting of any committee of the board of directors, whether or not the president is a member of such committee; provided, however, that unless the board of directors otherwise directs, the president shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of a committee of which the president is not a member.

At each annual meeting of the members, the president (together with the treasurer) shall report on the activities and financial condition of this corporation.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws or by the board of directors.

Section 7.7. The Vice President. The vice president, or vice presidents if there are more than one, shall work in cooperation with the president and shall perform such duties as the board of directors may assign. In the event of the death or during the absence, incapacity, or inability or refusal to act of the president, the vice president (in order of seniority if there is more than one vice president) shall be vested with all the powers and perform all the duties of the office of president until the board otherwise provides.

Section 7.8. The Secretary. The secretary shall attend the meetings of the members and the board of directors and shall prepare or cause to be prepared minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- (b) furnish the board, upon request, a full, true and correct copy of any book, paper or record in the secretary's possession;
- (c) act as custodian of the seal of this corporation and when authorized to do so shall affix it to any instrument requiring the seal, and when so affixed, shall attest the seal;
- (d) give or cause to be given notice of the meetings of the members and the board of directors, but this shall not lessen the authority of others to give such notice as provided in these Bylaws;
- (e) exercise and discharge the general duties, powers and responsibilities of a secretary of a corporation; and
- (f) exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the board of directors.

Section 7.9. The Treasurer. The treasurer shall have supervision and custody of all moneys, funds and credits of this corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of this corporation in books belonging to it. The treasurer shall



keep or cause to be kept all other books of account and accounting records of this corporation as shall be necessary, and shall cause all moneys and credits to be deposited in the name and to the credit of this corporation in such accounts and depositories as may be designated by the board of directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the board of directors. The treasurer shall be relieved of all responsibility for any moneys or other valuable property or the disbursement thereof committed by the board of directors to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The treasurer shall render to the president, the Administrator or the board of directors, whenever requested by any of them, a report on all financial transactions of this corporation and the financial condition of this corporation.

At each annual meeting of the members, the treasurer (together with the president) shall report on the activities and financial condition of this corporation.

The treasurer shall be bonded at this corporation's expense if the board of directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the board of directors.

Section 7.10. Assistant Secretary and Assistant Treasurer. Each assistant secretary or assistant treasurer, if any, in order of their seniority, in the event of the death or during the absence, incapacity, inability or refusal to act of the secretary or treasurer, respectively, shall perform the duties and exercise the powers of said respective officers until the board provides otherwise and shall perform such other duties as the directors may from time to time prescribe.

## ARTICLE VIII

### EXECUTIVE DIRECTOR

The board of directors may appoint a person or entity to exercise all of the powers and perform all of the duties set forth in this Article VIII and shall designate such person or entity so appointed as the Executive Director. The Executive Director shall have such general powers and duties of supervision and management as are usually vested in the office of the chief administrative officer of a corporation, and such person or entity shall carry into effect all directions and resolutions of the board. The Executive Director shall direct the day-to-day affairs of this corporation including supervising all employees of this corporation, reporting to the board of directors any violation of the rules and regulations (if any), collecting any charges or fees, and keeping records in the form prescribed from time to time by the board of directors and reporting thereon whenever so requested by the board of directors. The Executive Director shall be hired by the board of directors, shall be directly responsible to the board and shall report directly to the board.

The Executive Director, with respect to any self-funded health plan, insurance, reinsurance or any other benefits provided, acquired and/or maintained by the corporation on behalf of its members, shall establish or make available to members such plans, policies and operating procedures as are necessary or desirable to accomplish the purposes of the corporation. Executive Director shall determine all questions of coverage, eligibility, benefits and all other related matters. Executive Director shall have full power to construe the provisions of such insurance plans, policies or procedures adopted and/or issued by the corporation, and any of his determinations made in good faith shall be binding upon all members and beneficiaries hereof. The Executive Director shall have full power to levy and collect any assessment, special or otherwise, to pay proper claims and establish adequate reserves from which to pay claims if a fully insured product is not utilized. The Executive Director shall have full power to enforce the performance of all obligations herein and to institute proceedings of any nature to enforce the same.

The Executive Director shall cause to be prepared and shall submit to the board for its approval an annual budget and all supplements thereto for each fiscal year. The Executive Director shall submit to the board of directors at its annual meeting a report summarizing the operations and affairs of this corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as such officer shall deem appropriate. The Executive Director shall also make such reports to the board of directors as may be appropriate, or which may be required by these Bylaws, or by the board.

The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the board of directors, to determine the duties and responsibilities of such persons, to create such titles for such persons as such officer may deem desirable to enable them to execute their duties and responsibilities, and to fix and change the compensation of such persons.

The Executive Director (if not a director) may be invited to participate in any meeting of the board of directors and any committee thereof, whether or not a member thereof; provided, however, that the Executive Director shall not be entitled to vote at, and shall not be counted for purposes of determining whether a quorum is present at, any meeting of (i) the board of directors, if the Executive Director is not a director, or (ii) a committee, if the Executive Director is not a member of such committee.

The Executive Director shall be bonded at this corporation's expense if the board of directors so requires.

The Executive Director shall have such other or further duties and authority as may be prescribed elsewhere in these Bylaws or the rules and regulations (if any) or from time to time by the board of directors.

In the event of the death or during the absence, incapacity, or inability or refusal to act of the Executive Director, the board of directors or president shall designate some other person to exercise, and in the absence of such designation the president may exercise, all of the powers and perform all of the duties of the Executive Director.

## ARTICLE IX

### GENERAL PROVISIONS

Section 9.1. Depositories and Checks. The moneys of this corporation shall be deposited in such manner as the directors shall direct in such banks or trust companies as the directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the board of directors.

Section 9.2. Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the board of directors so requires.

Section 9.3. Custodian of Securities. The board of directors may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the board of directors. The board of directors may remove any such custodian at any time.

Section 9.4. Annual Statement. The board of directors shall direct that an annual statement of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the board of directors otherwise deems such review is necessary or advisable.

Section 9.5. Absence of Personal Liability. The members of this corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

Section 9.6. Indemnification of Directors and Officers.

(a) Indemnification in Actions by Third Parties. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate (other than an action by or in the right of this corporation) by reason of the fact that such person is or was serving in an Indemnifiable Capacity (as hereinafter defined) against all liabilities and expenses, including, without limitation, judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by this corporation in accordance with paragraph (d) of this Section 9.6, which approval shall not be unreasonably withheld), attorneys' fees, , fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that this corporation shall not be required to indemnify or advance expenses to any such person seeking indemnification or advancement of expenses in connection with an action, suit or proceeding initiated by such person unless the initiation of such action, suit or proceeding was authorized by the board of directors of this corporation. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent,

shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

(b) Indemnification in Derivative Action. This corporation shall indemnify each person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of this corporation to procure a judgment in its favor by reason of the fact that such person is or was serving in an Indemnifiable Capacity against amounts paid in settlement thereof (provided that such settlement and all amounts paid in connection therewith are approved in advance by this corporation in accordance with paragraph (d) of this Section 9.6, which approval shall not be unreasonably withheld) and all expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of this corporation, except that no indemnification under this paragraph (b) shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to this corporation unless and only to the extent that the court in which the action, suit or proceeding was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. Any indemnification under paragraph (b) or advancement of expenses in connection with an action by or in the right of this corporation shall be reported to the members to the extent and in the manner required by the Missouri Nonprofit Corporation Act.

(c) Indemnification for Success on the Merits or otherwise. Notwithstanding the other provisions of this Section 9.6, to the extent that a person who is or was serving in an Indemnifiable Capacity has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) or (b) of this Section 9.6 (including without limitation the dismissal of any such action, suit or proceeding without prejudice or the settlement of such action, suit or proceeding without admission of fault or liability), or in defense of any claim, issue or matter therein, such person shall be indemnified against amounts approved by this corporation to be paid in settlement of any such action, suit or proceeding and against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. For purposes of this paragraph (c) of this Section 9.6, references to "this corporation" shall include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this paragraph (c) of this Section 9.6 with respect to the resulting or surviving corporation as such person would have if such person had served the resulting or surviving corporation in the same capacity.

(d) Determination of Right to Indemnification. Prior to indemnifying a person pursuant to the provisions of paragraphs (a) or (b) of this Section 9.6, unless ordered by a court and except as otherwise provided by paragraph (c) of this Section 9.6, this corporation shall

determine that such indemnification is proper because such person has met the specified standard of conduct entitling such person to indemnification as set forth under paragraphs (a) or (b) of this Section 9.6. Any determination that a person shall or shall not be indemnified under the provisions of paragraphs (a) or (b) of this Section 9.6 shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the members of this corporation, and such determination shall be final and binding upon this corporation; provided, however, that in the event such determination is adverse to the person to be indemnified hereunder, such person shall have the right to maintain an action in any court of competent jurisdiction against this corporation to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. For the purposes of such court action, an adverse determination as to the eligibility of a person for indemnification made pursuant to any of clauses (i), (ii) or (iii) of this paragraph (d) shall not constitute a defense to such action nor create a presumption regarding such person's eligibility for indemnification hereunder. If such court action is successful and the person is determined to be entitled to such indemnification, such person shall be reimbursed by this corporation for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including without limitation the investigation, defense, settlement or appeal of such action).

(e) Advancement of Expenses. Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by this corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification by this corporation. Notwithstanding the foregoing, no advance shall be made by this corporation if a determination is reasonably and promptly made by (i) the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding for which the advancement is requested, or (ii) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (iii) by the members of this corporation, that, based upon the facts known to the board, counsel or members of this corporation at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interest of this corporation, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe such person's conduct was unlawful. In no event shall any advance be made in instances where the board, members of this corporation or independent legal counsel reasonably determines that such person deliberately breached such person's duty to this corporation or its members.

(f) Non-Exclusivity. The indemnification and, to the extent permitted by the laws of the State of Missouri, the advancement of expenses provided by this Section 9.6 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under Mo. Rev. Stat. Section 537.117, under any other provision of law, under the Articles of Incorporation or these Bylaws or under any agreement, vote of members of this corporation or disinterested directors, policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and

shall not limit in any way any right which this corporation may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 9.6 shall continue as to a person who has ceased to serve in an Indemnifiable Capacity and shall inure to the benefit of the heirs, executors, administrators and estate of such a person.

(g) Insurance. This corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, agent or employee of this corporation, or is or was serving at the request of this corporation as a director, officer, agent or employee of any Other Enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not this corporation would have the power to indemnify such person against such liability under the provisions of this Section 9.6.

(h) Vesting of Rights. The rights granted or created hereby shall be vested in each person entitled to indemnification hereunder as a bargained-for, contractual condition of such person's serving or having served in an Indemnifiable Capacity and while this Section 9.6 may be amended or repealed, no such amendment or repeal shall release, terminate or adversely affect the rights of such person under this Section 9.6 with respect to any act taken or the failure to take any act by such person prior to such amendment or repeal or with respect to any action, suit or proceeding with respect to such act or failure to act filed before or after such amendment or repeal.

(i) Definition of "this corporation". For purposes of this Section 9.6, other than paragraph (c) of this Section 9.6, references to "this corporation" shall, if and only if the board of directors shall determine, include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers or persons serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of any Other Enterprise, shall stand in the same position under the provisions of this Section 9.6 with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(j) Certain Definitions. For purposes of this Section 9.6:

(i) References to serving in an "Indemnifiable Capacity" shall mean service by a person as a director or officer of this corporation or service by a person at this corporation's request as a director, officer, employee or agent of any Other Enterprise (as hereinafter defined);

(ii) References to "Other Enterprises" or "Other Enterprise" shall include without limitation any other corporation, partnership, limited liability company, joint venture, trust or employee benefit plan;

(iii) References to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan;

(iv) References to "defense" shall include investigations of any threatened, pending or completed action, suit or proceeding as well as appeals thereof and shall also include any defensive assertion of a cross-claim or counterclaim;

(v) References to "serving at the request of this corporation" shall include any service as a director, officer, employee, or agent of a corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries;

(vi) A person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of this corporation";

(vii) Unless the board of directors of this corporation shall determine otherwise, any director or officer of this corporation who shall serve as a director, officer, employee, or agent of any Other Enterprise of which this corporation, directly or indirectly, is a shareholder or creditor, or in which this corporation is in any way interested, shall be presumed to be serving as such director, officer, employee, or agent at the request of this corporation; and

(viii) In all other instances where any person shall serve as a director, officer, employee, or agent of any Other Enterprise, if it is not otherwise established that such person is or was serving as such director, officer, employee, or agent at the request of this corporation, the board of directors of this corporation shall determine whether such person is or was serving at the request of this corporation, and it shall not be necessary to show any actual or prior request for such service, which determination shall be final and binding on this corporation and the person seeking indemnification.

(k) Severability. If any provision of this Section 9.6 or the application of any such provision to any person or circumstance is held invalid, illegal or unenforceable for any reason whatsoever, the remaining provisions of this Section 9.6 and the application of such provision to other persons or circumstances shall not be affected thereby and to the fullest extent possible the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision so as to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality and enforceability. Without limiting the generality of the foregoing, if any person who is or was serving in an Indemnifiable Capacity is entitled under any provision of this Section 9.6 to indemnification by this corporation for some or a portion of the judgments, amounts paid in settlement, attorneys' fees, , fines or other expenses actually and reasonably incurred by any such person in connection with any threatened, pending or completed action, suit or proceeding (including without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding), whether civil, criminal, administrative, investigative or appellate, but not, however, for all of the total amount thereof, this corporation shall nevertheless indemnify such person for the portion thereof to which such person is entitled.

(l) No Waiver. Nothing in these Bylaws or any other document adopted or approved by the Board shall constitute or be construed as a waiver of sovereign immunity, official immunity, or any other immunity or defense that may be available to any party hereto under applicable law.

## ARTICLE X

### NOTICE

Any notice required or desired to be given under these Bylaws or otherwise to any director or member shall be given in writing,, sent by facsimile, personally delivered, or by electronic mail with confirmation and shall be deemed given and effective at the earliest of the following:

- (a) when received by the director or member being notified;
- (b) on the date shown on the electronic mail delivery receipt, if notice is delivered by electronic mail;
- (c) five days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (d) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; and
- (e) 30 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Written notice is correctly addressed to a member if addressed to the member's address shown in this corporation's current list of voting members and non-voting members. Written notice is correctly addressed to a director if addressed to the director's address shown on this corporation's current records.

## ARTICLE XI

### FISCAL YEAR

The board of directors shall have the power to fix and from time to time change the fiscal year of this corporation. In the absence of action by the board of directors, however, the fiscal year of this corporation shall end each year on the date which this corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year shall be changed by the board of directors.



## ARTICLE XII

### AMENDMENTS

Except as otherwise specifically provided in these Bylaws, the Bylaws of this corporation may be amended or new Bylaws adopted upon the approval of either two-thirds of the members voting or a majority of the voting power (as defined in Section 355.066 of the Missouri Nonprofit Corporation Act), whichever is less. This corporation shall keep at its principal office a copy of the Bylaws, as amended, which shall be open to inspection by any member or board member at all reasonable times during office hours.

## CERTIFICATE

The foregoing Amended Bylaws were duly adopted as and for the Fourth Amended Bylaws of the Missouri Educators Unified Health Plan by two-thirds of the votes cast or by a majority of the voting power, whichever is less, via written ballot during the fall regional meetings, with the vote certified by the Secretary of the Board of Directors on the 11<sup>th</sup> day of January, 2022



Eric Allen, President  
Board of Directors



Danny Johnson, Secretary  
Board of Directors