

**BYLAWS OF
BLUE CROSS AND BLUE SHIELD OF KANSAS, INC.**

**Adopted May 1, 1983
Amended September 15, 1983
Amended March 15, 1984
Amended May 10, 1984
Amended March 6, 1986
Amended July 17, 1986
Amended December 11, 1986
Amended March 17, 1988
Amended March 9, 1989
Amended March 22, 1990
Amended May 17, 1990
Amended March 14, 1991
Amended December 12, 1991
Amended May 14, 1992
Amended December 15, 1994
Amended December 18, 1997
Amended May 14, 1998
Amended December 14, 2000
Amended May 10, 2001
Amended August 7, 2001
Amended December 12, 2002
Amended September 11, 2003
Amended December 11, 2003
Amended March 11, 2004
Amended September 9, 2004
Amended May 11, 2006
Amended September 14, 2006
Amended December 6, 2007
Amended March 6, 2008
Amended December 11, 2008
Amended December 10, 2009
Amended December 8, 2011**

ARTICLE I

NAME AND ADDRESS

The name of this corporation is **BLUE CROSS AND BLUE SHIELD OF KANSAS, INC.**
The principal place of business shall be in Topeka, Kansas.

ARTICLE II

MEMBERS

The members of this corporation shall be each policyholder and each policyholder shall be entitled to one vote in person or by proxy. In voting for Directors, each policyholder shall be entitled to one vote for each Director to be elected; each policyholder shall have the right to cast as many votes in the aggregate as shall equal the number of Directors to be elected and may cast the whole number of votes for one candidate or may divide his votes among two or more candidates.

ARTICLE III

BOARD OF DIRECTORS

Section 1. GENERAL. The property and affairs of the corporation shall be managed by its governing body which shall be known as the Board of Directors. The Board of Directors shall elect the officers of the corporation and is invested with all power and authority except as may be expressly limited by law, the Articles of Incorporation or by these Bylaws to supervise, control, direct and manage the property, affairs and activities of the corporation, determine the policies of the corporation and exercise or cause to be exercised any or all of its powers, privileges or franchises to effect and carry out the purposes of this corporation.

Section 2. COMPOSITION. The Board of Directors shall consist of up to sixteen (16) persons who maintain their voting residence in Kansas other than in Johnson and Wyandotte counties, as follows:

- (a) **Hospital Administrators.** Not more than two (2) administrators of hospitals which contract with the corporation to provide services to policyholders and certificateholders of the corporation, provided that such hospitals are not owned or controlled by, do not own or control and are not a managing or general partner of, an entity which competes with the corporation, and do not otherwise compete with the corporation directly or indirectly. Such hospital administrators must be policyholders of the corporation or the authorized representative of a hospital which is a policyholder.
- (b) **Physicians.** Not more than two (2) physicians licensed as an M.D. or D.O. in the State of Kansas who contract with the corporation to provide services to policyholders and certificate holders of the corporation, provided that such physicians are not a part of a practice which is owned or controlled by, and do not own or control, and are not managing or general partners of, and do not have a policymaking position in, an entity which competes with the corporation, and do not otherwise compete with the corporation directly or

indirectly. Such physicians must be policyholders of the corporation or the authorized representative of an entity which is a policyholder.

- (c) **Dentists.** Not more than one (1) dentist licensed in the State of Kansas who contracts with the corporation to provide services to policyholders and certificateholders of the corporation, provided that such dentist does not own or control, and is not in a practice which is owned or controlled by, and is not a managing or general partner of, and does not have a policymaking position in, an entity which competes with the corporation, and does not otherwise compete with the corporation directly or indirectly. Such dentist must be a policyholder of the corporation or the authorized representative of an entity which is a policyholder.
- (d) **Other Policyholders.** Policyholders or authorized representatives of entities which are policyholders of the corporation, who are not hospital administrators, physicians, dentists or other providers of health care services, who are not employed by a provider of health care services, who are not employed by an association of providers of health care services, and who do not own or control and have no policymaking position in a competitor of this corporation.

The Governance Committee of the corporation is empowered to determine whether any other person not described above has a relationship with a provider of health care services such that the intent of these bylaws would be frustrated by such person's service on the Board of Directors as an "Other Policyholder."

- (e) **Definition of "Own".** As used in this Section 2 of Article III, "own" shall mean any ownership interest in excess of one (1) percent of the value of total interests in an entity.
- (f) **Corporate Employees.** No more than one person who is a full-time employee of this corporation may serve at any time as a director of this corporation. Such person must first be eligible under paragraphs (a), (b), (c), or (d) of Article III, Section 2.

Section 3. NOMINATION, ELECTION AND ASSUMPTION OF OFFICE. Persons to be voted upon for election to the Board of Directors shall be (a) nominated by the Board of Directors, upon recommendation by the Governance Committee or (b) by members as provided for in Article V. The directors of this corporation shall be elected by the members of this corporation from among those persons so nominated, to serve terms of office determined in accordance with Section 5, hereof. All persons so elected shall assume their duties as directors on the date of election.

Section 4. TENURE. The members of the Board of Directors shall serve terms of office as follows:

- (a) **Term.** All members of the Board of Directors shall serve for a term of four (4) years each. Directors elected at the annual meeting of the members of the corporation in May, 2003, and at elections thereafter shall be limited to service of three complete four-year terms commencing with four-year terms to which they are elected at such annual meeting or subsequently. Service prior to such annual meeting shall be disregarded in calculating such limitation, as shall completion of existing terms in effect on the date of such annual meeting. A Director who is serving as an officer of the corporation at the time of completion of such three 4-year terms and who, in the absence of such limitation on terms, would be (a) eligible for one or more additional terms in such office or (b) has been nominated pursuant to Article VI, Section 1(c) to another office, may continue to be nominated to, elected to, and serve on the Board of Directors so long as such person remains an officer.
- (b) **Termination.** The term of office of any director shall terminate if such director shall cease to meet the qualifications and requirements of the provisions of Section 2 of this Article under which such person was nominated and elected. Such termination may occur at any time during the term of service of such director. If, while serving as a director, such director shall retire from his or her employment or shall change his or her profession or shall cease to be employed by the same employer or associated with the same corporation, partnership, or other enterprise with which the director was associated as of the later of the annual meeting of members of the corporation in May, 2003, or the date of the director's initial election to the board of directors, the director shall notify the chairman of the board of directors of this change in employment or professional status. A director who describes himself or herself as retired as of the annual meeting of members in May, 2003, but who nonetheless carries on a trade or business shall not be considered to have changed professions or ceased employment if the director ceases to be engaged in those activities. The chairman shall convene a meeting of the Governance Committee to determine whether to request an offer of resignation from the director. If requested by the Governance Committee, the director shall submit an offer of resignation to the chairman of the board of directors, who shall promptly convene a special meeting of the full board, other than the director offering the resignation, to determine whether to accept or decline the offer of resignation. The special meeting may be held by telephone. The board of directors, other than the director offering the resignation, shall vote upon the issue of accepting the offer at the special meeting. Two-thirds of those voting must vote to accept the offer for the resignation to become effective. Upon such an affirmative vote, the resignation shall be effective immediately following the adjournment of the special board meeting. In

considering whether to request and accept or decline an offer of resignation under this section, the Governance Committee and board of directors shall consider whether the retirement, change of profession, or change of employment creates an actual, apparent, or threatened conflict of interest, or an undesirable imbalance or gap in board composition. The Governance Committee and board of directors may also consider the director's board and committee meeting attendance and performance, length of board service, and the experience, skills and contributions the director brings to the board.

- (c) **Election of Board in 1993.** At the first annual meeting following May 1, 1993 the entire membership of the Board of Directors shall stand for election for the purpose of initiating the rotation of terms required by subsection (d) hereof. All members of each class shall be elected in separate, sequential elections, the first class through the fourth class, at such annual meeting.

- (d) **Rotation of Directors' Terms.** The members of the Board of Directors shall be classified with respect to the time during which they each shall hold office by dividing the directors into four classes. The division for the election to be held in May, 1993, shall be made by the Nominating Committee. Commencing with the first term of office following May 1, 1993, the directors of the first class shall serve for a term of one (1) year; the directors of the second class will serve for a term of two (2) years; the directors of the third class will serve for a term of three (3) years; and the directors of the fourth class will serve for a term of four (4) years. At each annual meeting of the members of this corporation, the successors to the directors of the class whose term shall expire in that year shall be elected to hold office for a term of four (4) years. The term of office of one class of directors shall expire in each year.

- (e) **Directors as of July 1, 1992.** Commencing July 1, 1992, through the first annual meeting of members following May 1, 1993, the Directors of the corporation shall be:

James M. Alley, III, D.D.S.	Edward J. Miller
Leon J. Boor	Thomas L. Miller
Harold D. Dufek	Louis E. Mosiman
Nancy M. Echols	Robert L. Mullen,
Rex R. Fischer, M.D.	Kent E. Palmberg, M.D.
Peter M. Haas	Marie Sellberg
Michael J. Keating	Floyd W. Sweet
Steven D. Marsh	Alfred F. Wasinger

Section 5. REMOVAL. Any director may be removed by the affirmative vote of two-thirds (2/3) of the remaining directors when the Board of Directors, in its judgment, determines the best interests of the corporation will be served thereby.

Section 6. VACANCIES. Vacancies shall be filled by the Board of Directors in the event of the resignation, termination, removal or death of any director. The person selected to fill the vacancy must meet the requirements for the position which has been vacated. Such person shall serve until the next annual meeting of members, at which meeting a Director shall be elected to fill the unexpired term, unless no person has been selected by the Board to fill such a vacancy or nominated for such position pursuant to Article III, Section 3 of these bylaws, provided that in no event shall the Board of Directors permit there to be more than four vacancies at any one time. In the event of a vacancy created by expansion

of the size of the Board of Directors, such vacancy shall be filled by the Board of Directors until the next annual meeting of members. The Board of Directors, at the time of expanding the size of the Board, shall designate the class or classes pursuant to Article III, Section 4(d) of the bylaws to which such position or positions belong. A director occupying any position thus created shall be considered to be fulfilling an unexpired term for the purposes of voting at the next annual meeting of members.

Section 7. DELEGATION OF AUTHORITY. The Board of Directors may delegate any of its powers or duties to committees, officers, agents or representatives, any one or all of whom shall be responsible to the Board of Directors.

Section 8. COMPENSATION AND EXPENSES. The Directors may determine a just and reasonable compensation for their services. Directors shall be reimbursed for actual expenses reasonably incurred in furtherance of the corporation's business, as authorized by the Board.

Section 9. DIRECTOR INDEPENDENCE. Except for a director qualifying under the terms of Section 2(F) of Article III of these bylaws, all directors shall be independent. For the purposes of these bylaws, the term "independent" shall mean that neither the director nor any first degree relative is employed by the corporation or provides a material amount of goods or services to the corporation other than as a provider of health care services covered under the insurance contracts issued by the corporation.

Section 10. PROHIBITION OF SERVICE. No person may serve who, pursuant to a court order, has been barred as unfit from serving as an officer and/or director of any issuer of securities that has a class of securities registered pursuant to Section 12 of the Securities Exchange Act or that is required to file reports pursuant to Section 15(d) of the Securities Exchange Act.

ARTICLE IV

OFFICERS

Section 1. OFFICERS AND TERM. The officers of the corporation shall consist of a Chairman, a President, a Vice-Chairman, one or more Vice-Presidents, a Secretary, an Assistant Secretary, and a Treasurer.

Section 2. QUALIFICATION FOR OFFICE. The Chairman and Vice-Chairman of this corporation shall be elected from among the directors of this corporation. The President, the Treasurer, the Secretary, and the Assistant Secretary shall be elected by the directors of this corporation. Vice-Presidents shall be appointed by the President, not elected by the directors.

Section 3. TENURE. All officers except the President, Treasurer, Vice-Presidents, Secretary, and Assistant Secretary shall be elected for terms of one year by the Board of Directors at the annual meeting of the Board of Directors. No person may hold any office of this corporation, other than the offices of President, Treasurer, Vice-Presidents, Secretary, and Assistant Secretary, for more than three consecutive one-year terms, except that the Board may waive this term limit under extraordinary or emergency circumstances. Those elected shall take office immediately upon notification of election by the Board. Any person elected to fill a vacancy in office shall serve the unexpired term of such officer and may thereafter be elected to three one-year terms.

Section 4. DUTIES OF THE CHAIRMAN. The Chairman shall preside at all meetings of the Board of Directors; shall appoint all standing committees and such other committees as are deemed necessary; and shall perform such other duties as may be assigned to him by the Board of Directors. He shall be an ex-officio member of all committees.

Section 5. DUTIES OF THE VICE-CHAIRMAN. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman, elected from among the Directors, shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 6. DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the corporation. He may sign on behalf of the corporation any document or instrument which the Board of Directors has authorized to be executed. He shall be responsible for the selection, prescription of duties and supervision of employees of the corporation. In the event of the absence or incapacity of the President, his duties shall be performed by such other employees of the corporation as may be designated by the Chairman or the Board of Directors.

Section 7. VICE-PRESIDENTS. The President shall appoint such Vice-Presidents, who need not be directors of the corporation, as are, in the judgment of the President necessary for the effective conduct of the business of the corporation. Vice-Presidents shall have such powers and discharge such duties as may be assigned to them from time to time by the President.

Section 8. DUTIES OF THE SECRETARY. The Secretary shall record the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate

records and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or the Board of Directors.

Section 9. DUTIES OF THE ASSISTANT SECRETARY. The Assistant Secretary shall, in the absence or disability of the Secretary, perform all of the duties of the Secretary. The Secretary may from time to time delegate certain duties of the Secretary to the Assistant Secretary and the Assistant Secretary shall perform such other duties as may from time to time be assigned by the President, Chairman or the Board of Directors.

Section 10. DUTIES OF THE TREASURER. The Treasurer shall in general, perform all duties incident to the office of Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of law and these bylaws. In addition, the Treasurer shall perform such other duties as from time to time may be assigned by the President, Chairman or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of such duties in such sums and with such surety or sureties as the Board of Directors shall determine.

Section 11. REMOVAL. Except for Vice-Presidents, who may be removed by the President, any officer may be removed by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

ARTICLE V

MEETINGS

Section 1. ANNUAL MEETING OF THE MEMBERS; OTHER MEETINGS OF MEMBERS; NOTICE. There shall be an annual meeting of the members of this corporation held for the purpose of electing a Board of Directors and conducting such other business as may properly come before the meeting. Such annual meeting shall be held on the second Thursday in May of each year at 8:30 o'clock a.m. at the corporation's principal office at 1133 Topeka Boulevard in the City of Topeka, Shawnee County, Kansas or at such other place as the Chairman of the Board of Directors might designate in a notice of meeting given to policyholders. Notice of time and place of the Annual Meeting of Members shall be given by including a statement of the time and place of such meeting in the policies issued to members of the corporation and by a separate notice mailed to members of record as of the record date at least thirty (30) days in advance of such meeting. If such Annual Meeting of Members is to be held at other than 1133 Topeka Boulevard in Topeka, Shawnee County, Kansas, then notice of the time and place of such meeting shall be given to members of record as of the record date at least thirty (30) days in advance of such meeting.

Other meetings of members may be held only upon the determination of the Chairman. Notice of such other meetings shall be in writing to the members then of record by mailing the same at least thirty (30) days in advance of such other meeting, or in such manner and to such members as is otherwise required by law, to the extent inconsistent with these bylaws.

No member shall be entitled to vote at any annual meeting of members unless such member was a member as of the last day of December immediately preceding such meeting. No person who is not a member as of the date of an annual meeting of members shall be entitled to vote. The Board of Directors or the Chairman shall determine the record date for any other meeting of members, unless such is otherwise provided for by law.

Section 2. PROXIES. At all meetings of members, a member may vote in person or by proxy. A proxy shall be in writing, shall be dated, shall be signed by the policyholder and shall give the name or names of the person or persons authorized to cast such vote, and the duration of the proxy. Unless otherwise specified in such proxy, the duration of such proxy shall be for three years. In the voting of proxies where the Board of Directors is designated as a proxy, a proxy committee appointed by the Board of Directors shall vote such proxies.

A proxy may be revoked by a member giving to the Secretary written notice of revocation at least ten (10) days prior to the date of a meeting of members. The Secretary shall keep a record in which he shall identify all proxies, the name or names of the person authorized to cast the vote, the duration of the proxy, and the date of the proxy. In the event a member who has given a proxy is present at a meeting of members, his proxy shall be inoperative at such meeting, but shall continue in force at subsequent meetings at which such member is not present.

Section 3. RECORD DATE. No vote shall be cast by any member at an annual meeting of members of the corporation unless such member shall have been of record as a policyholder of the corporation as of December 31 of the year preceding the annual meeting (the "record date"). Further, such person must have continuously remained a member until and through the annual meeting. No vote shall be cast by proxy at any annual meeting of members unless a copy of such proxy shall have been furnished to the Secretary of the corporation by the fifteenth (15th) day of April immediately preceding the annual meeting. The Board of Directors or the Chairman shall determine the record date for any other meeting of members, unless such is otherwise provided for by law.

Section 4. QUORUM. The presence of fifteen (15) members in person or by proxy shall constitute a quorum for a meeting of the members.

Section 5. MEMBER'S NOMINATIONS AND PROPOSALS. No member may nominate any person for election as a director or submit any proposal for the consideration and vote of the members unless (a) such members shall have delivered to the Secretary written notice thereof (including the name of the nominee or the form of the proposal, as the case may be) as of the record date preceding the meeting at which the election shall be held or

the proposal shall be submitted, and (b) such notice shall be supported by no fewer than 5% of members as of the record date, including such member's name, address, policyholder number (in the case of an individual policyholder) or group number (in the case of a group policyholder).

Section 6. ANNUAL MEETING OF THE BOARD OF DIRECTORS. There shall be an annual meeting of the Board of Directors during the month of May immediately following the annual meeting of members. No notice of such meeting, other than this bylaw, is required.

Section 7. SPECIAL MEETING OF THE BOARD OF DIRECTORS. The Chairman of the Board, the President, or any five (5) members of the Board of Directors acting jointly, is authorized to call special meetings of the Board at any time. Written notice of every special meeting of the Board shall be mailed to each director at least ten (10) days prior to the meeting.

Section 8. ADJOURNMENT. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors or officers are to be elected shall be adjourned from day to day until such directors or officers have been elected.

Section 9. NOTICE. Whenever written notice is required to be given to any person, either by law or by these bylaws, it may be given to such person either by sending a copy through the mail or by telegram, charges prepaid, to the Director's address appearing on the books of the corporation or supplied by the Director to the corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted.

Section 10. QUORUM. For the purpose of determining a quorum at any meeting of the Directors, of this corporation, the presence in person of ten (10) of the Directors shall constitute a quorum. The Directors present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough such Directors to have less than a quorum. If a meeting cannot be held because a quorum is lacking, those present may adjourn the meeting until such time and to such place as they may determine.

ARTICLE VI

STANDING COMMITTEES

To assist in the operation and carry out the corporate purposes of this corporation, the Board of Directors may, from time to time, establish standing committees. The purposes, composition and tenure of the standing committees of this corporation are as follows:

Section 1. GOVERNANCE COMMITTEE. The Chairman, shall appoint a Governance Committee, which shall be composed of the Chairman, the immediate past Chairman, the Vice-Chairman, and two additional persons. In the event the immediate past Chairman is

not a director, then the Chairman shall name another director to such committee. The Governance Committee shall serve as a standing committee of this corporation. The Governance Committee shall consider and make recommendations to the Board regarding the strategic direction of the corporation, board performance, corporate structure, board structure, and nomination of persons to be voted upon by the members of this corporation for election to the Board of Directors. The Committee may, at the request of the Chairman, submit to the Board of Directors nominations for persons to be elected to any office of this corporation. Members of the Governance Committee shall serve at the pleasure of the Chairman. The Governance Committee shall consider and make recommendations to the Board regarding other matters as may be assigned to the Governance Committee from time to time by the Chairman or by the Board of Directors as a whole.

Section 2. FINANCE, AUDIT, AND COMPLIANCE COMMITTEE. The Chairman, upon assumption of his initial term in office, shall appoint a Finance, Audit, and Compliance Committee for the purpose of regularly establishing the financial objectives and strategy of the corporation and monitoring achievement of them, and for the purpose of performing oversight functions. The Finance, Audit, and Compliance Committee so appointed shall continue to serve while the Chairman remains in office. The Finance, Audit, and Compliance Committee shall be composed solely of Directors who are not employees of, or directly related to employees of, the corporation or its affiliates or subsidiaries. The Finance, Audit and Compliance Committee shall review the budget, and the manner in which rates, administrative expenses, and goals for policyholder surplus are being established and implemented. In addition, the Finance, Audit and Compliance Committee shall implement and support the oversight function of the Board in reviewing the adequacy of internal controls to comply with all applicable laws and regulations and shall monitor compliance and assure compliance therewith by reviewing the Plan's process for producing financial data, its internal controls, and the independence of the Plan's external auditor, as well as monitoring indicia of the Plan's compliance with all applicable laws and regulations as well as the Plan's standards of business conduct and ethics as set forth in any compliance program adopted by the Board of Directors.

Section 3. COMPENSATION COMMITTEE. The Chairman, upon assumption of his initial term in office, shall appoint a Compensation Committee, which shall be composed solely of Directors who are not employees of, nor directly related to employees of, the corporation, its affiliates or subsidiaries. The Compensation Committee so appointed shall continue to serve while the Chairman remains in office. The Compensation Committee shall be responsible for implementing and supporting the Board in its review of compensation and benefits for employees of the corporation, and shall in particular review executive compensation, developing and instituting policies to review senior officer compensation packages and setting compensation packages at levels sufficient to attract and retain valuable officers, taking into account competitive market conditions.

Section 4. INVESTMENT COMMITTEE. The Chairman, upon assumption of his initial term in office, shall appoint an Investment Committee, complicity of directors who are neither employees of the corporation nor directly related to employees of the corporation, its affiliates or subsidiaries. The Investment Committee so appointed shall continue to

serve while the Chairman remains in office. The Investment Committee shall have the authority to authorize investments not specifically authorized by the investment code regulating mutual insurance companies in the State of Kansas, to the extent that such insurance companies may make investments not otherwise authorized by law, shall monitor the performance of investment agents acting on behalf of the corporation, shall provide advice, direction, and counseling to such investment agents, and shall make recommendations to the Board of Directors regarding appointment of and termination of investment agents and such other matters as the Investment Committee may deem appropriate.

Section 5. HOSPITAL ADVISORY COMMITTEE. The Hospital Advisory Committee shall assess the needs, requirements and problems of hospitals in the provision of hospital services to policyholders. The committee shall prepare reports and recommendations, at the request of the Board of Directors or upon its own volition. Such reports and recommendations shall be submitted to the Board of Directors of the corporation for review, study and action.

The committee shall be comprised of fifteen (15) administrators of hospitals. The Chairman of the Board shall appoint the Chairman of the Hospital Advisory Committee from among the members of the Board of Directors who are hospital administrators. Members of the committee shall be appointed for a term of two (2) years by the Chairman of the Board of this corporation with the advice and consent of the Board of Directors. The persons appointed to the committee will be selected to provide representation of hospitals of various bed sizes and diverse geographic location. Members of this committee may be reappointed to one (1) additional consecutive term. Any person serving on the Hospital Advisory Committee of this corporation as of May 1, 1989, shall be deemed to have been appointed under this bylaw as it exists on May 4, 1989, and shall have prior years' service credited toward a total possible tenure of two (2) two-year terms. Any vacancy created by the resignation, death or removal of any member of the committee shall be filled by appointment of the Chairman of the Board. Any person so appointed shall serve the unexpired term.

Section 6. MEDICAL ADVISORY COMMITTEE. The Medical Advisory Committee shall assess the needs, requirements and problems of licensed physicians or other licensed or registered providers of health care services providing medical services to policyholders. The committee shall prepare reports and recommendations at the request of the Board of Directors or upon its own volition. Such reports and recommendations shall be submitted to the Board of Directors of the corporation for review, study and action.

The committee shall be comprised of not less than fifteen (15) persons licensed as doctors of medicine or doctors of osteopathy, in the State of Kansas, provided that one person licensed as a doctor of chiropractic in the State of Kansas may be included with such fifteen members. The Chairman of the Board shall appoint the Chairman of the Medical Advisory Committee from among the members of the Board of Directors who are physicians. Members of the committee shall be appointed for a term of two (2) years by the Chairman of the Board of this corporation with the advice and consent of the Board of Directors.

The persons appointed to this committee shall be selected to represent diverse geographic areas served by this corporation and a variety of medical specialties. Members of this committee may be reappointed for one (1) additional consecutive term. Any person serving on the Medical Advisory Committee of this corporation as of May 1, 1989, shall be deemed to have been appointed under this bylaw as it exists on May 4, 1989, and shall have prior years' service credited toward a total possible tenure of two (2) two-year terms. Any vacancy created by the resignation, death or removal of any member of the committee shall be filled by appointment of the Chairman of the Board. Any person so appointed shall serve the unexpired term.

Section 7. DENTAL ADVISORY COMMITTEE. The Dental Advisory Committee shall assess the needs, requirements and problems of licensed dentists providing services to policyholders. The committee shall prepare reports and recommendations at the request of the Board of Directors or upon its own volition. Such reports and recommendations shall be submitted to the Board of Directors of the corporation for review, study and action. The committee shall be comprised of fifteen (15) licensed dentists. The Chairman of the Board shall appoint the licensed dentist who is a member of the Board of Directors as the Chairman of the Dental Advisory Committee. Members of the committee shall be appointed for a term of two (2) years by the Chairman of the Board of this corporation with the advice and consent of the Board of Directors. The persons appointed to this committee shall be selected to represent diverse geographic areas served by this corporation and a variety of dental specialties. The members of this committee may be reappointed for one (1) additional consecutive term. If, in the opinion of the Chairman, the interests of the corporation would be best served thereby, a member may also be reappointed for additional terms at the discretion of the Chairman.

Any person serving on the Dental Advisory Committee of this corporation as of May 1, 1989, shall be deemed to have been appointed under this bylaw as it exists on May 4, 1989, and shall have prior years' service credited toward a total possible tenure of two (2) two-year terms. Any vacancy created by the resignation, death or removal of any member of the committee shall be filled by appointment of the Chairman of the Board. Any person so appointed shall serve the unexpired term.

Section 8. Commencement of Terms of Advisory Committees. Terms of service on advisory committees other than the Subscriber Advisory Committee shall be based upon calendar years. Terms of service on the Subscriber Advisory Committee shall commence at annual board meetings. Any person serving on an advisory committee established by Sections 3, 4 or 5 of this Article VI as of March 14, 1991, shall have any current term of service extended until December 31, 1991, and such terms shall be considered one year, regardless of the actual time served.

ARTICLE VII

DEFINITION OF TERMS

As used in these Bylaws and within the context of the operations and management of this corporation, the following terms are defined as follows:

Section 1. SUBSCRIBER. The term "subscriber" shall include any person who has subscribed to receive hospital, medical or dental care services under any contract with this corporation or as a participant under any plan for the provision of such hospital, medical or dental services under an agreement with respect to which this corporation provides administrative services only, but shall not include any such person who is a hospital employee, trustee or director of a hospital, dentist, physician, or other person who provides health care services, or a person employed by such a provider of health care services.

Section 2. HOSPITAL ADMINISTRATOR. The term "hospital administrator" shall include the chief executive or administrative officer of any hospital or other principal executive officer of a hospital, or any trustee or director thereof.

Section 3. PHYSICIAN. The term "physician" shall include all medical doctors and all doctors of osteopathy licensed to practice in the State of Kansas.

Section 4. DENTIST. The term "dentist" shall mean a person licensed to practice as such in the State of Kansas.

Section 5. POLICYHOLDER. The term "policyholder" shall mean, in the case of an individual or non-group insurance contract issued by the corporation, the person covered under such contract as other than a dependent, and, in the case of a group insurance contract issued by the corporation, the employer, firm, group or association to whom or in whose name a master policy or contract of group insurance or a stop-loss contract shall have been issued and held, which employer firm, group or association shall be deemed to be one policyholder within the meaning of this Section, provided that each employer unit which is a participant, as shown on the Company's records, under a group insurance policy issued to a Company Trust, and not the trustee of such Company Trust, nor any other person with an interest in such policy, shall be deemed to be the Policyholder for all purposes hereunder. For purposes of voting in person at an annual or special meeting of members, revoking an existing proxy, designating a new proxy, or eligibility for service on the Board of Directors, the employer, firm, group or association to whom or in whose name a master policy or contract of group insurance or a stop-loss insurance contract shall have been issued shall certify in writing to the Secretary of the corporation the name of an individual authorized to represent such employer, firm, group or association. When a person is covered under more than one contract, he shall nevertheless be counted as a single policyholder.

Section 6. COMPANY TRUST. Any trust established by the Company for its own administrative convenience in its capacity as an insurer.

Section 7. CONSTRUCTION OF GENDER. Wherever in these bylaws a gender-specific pronoun is used, it shall be understood to refer to persons of either gender.

ARTICLE VIII

AMENDMENT TO BYLAWS

Amendments to these bylaws may be made by a majority vote of the Board of Directors at any annual or special meeting called for that purpose. They may also be amended at any annual meeting of the members by a majority vote of members, provided that such proposed amendment to be considered at the annual meeting of members shall have been submitted in writing and filed with the Secretary at least ninety days before the time for holding the annual meeting at which action thereon is to be taken.

ARTICLE IX

INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 1. The corporation shall indemnify any person who was or is a party to or who is threatened to be made a party to any civil, criminal, administrative or investigative action (other than an action by or in the name of the corporation) by reason of the fact that he 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 or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a person who is a director or officer of the corporation or who is a director or officer of another corporation, partnership, joint venture, trust or other enterprise in which he is serving at the request of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or other matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 3. Any indemnification under Section 1 of this Article (unless ordered by a Court) shall be made by the corporation only upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of any undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. Persons who are not directors or officers of the corporation but are employees or agents of the corporation or are serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or enterprise, may be indemnified to the extent authorized at any time, or from time to time, by the Board of Directors of the corporation.

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. The assumption by a person of a term of office as a director or officer of the corporation or at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall constitute a contract between such person and the corporation entitling him during such term of office to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of his assumption of his term of office, but such contract shall not prevent the amendment of this Article in respect of any further term of office of such person or in respect of any other person.

Section 8. The corporation shall have 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 and incurred by him in any capacity, or rising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this bylaw or under the provisions of any law of the State of Kansas.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE XI

CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver any policy or instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 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 a resolution of the Board of Directors.

Section 3. CHECKS. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 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 XII

CONTINUATION FOLLOWING DISASTER

In the event of a nuclear, atomic or other disaster which makes it impossible or impracticable for the corporation to conduct its business in strict accordance with these Bylaws, applicable provisions shall be waived to facilitate continued operation during the period of such emergency.

ARTICLE XIII

CORPORATE SEAL

This corporation shall have a corporate seal in such form as shall be approved by the Board of Directors.

Matthew D. All, Secretary
December 8, 2011

12/08/11