Bylaws of
The Dentists Insurance Company (TDIC)

As amended April 2016
TDIC Bylaws

Table of Contents

Article I -- Offices ................................................................................................................. 1
   Section 1.01 Principal Office .............................................................................................. 1
   Section 1.02 Branch Offices ............................................................................................ 1

Article II -- Meetings of Shareholders ................................................................................... 1
   Section 2.01 Place of Meetings ........................................................................................ 1
   Section 2.02 Annual Meetings ......................................................................................... 1
   Section 2.03 Special Meetings of Shareholders; Notice Provisions .................................. 1
   Section 2.04 Quorum ....................................................................................................... 2
   Section 2.05 Waiver of Notice ......................................................................................... 2
   Section 2.06 Consent to Shareholder Action ................................................................... 2

Article III -- Board of Directors............................................................................................ 2
   Section 3.01 Powers ......................................................................................................... 2
   Section 3.02 Number and Term of Directors ................................................................. 3
   Section 3.03 Election and Removal of Directors ............................................................. 3
   Section 3.04 Vacancies .................................................................................................... 3

Article IV -- Meetings of Directors....................................................................................... 4
   Section 4.01 Place of Meetings ......................................................................................... 4
   Section 4.02 Regular Meetings ....................................................................................... 4
   Section 4.03 Special Meetings of Directors; Notice Provisions ......................................... 4
   Section 4.04 Participation by Telephone or Other Means .................................................. 4
   Section 4.05 Quorum ...................................................................................................... 4
   Section 4.06 Waiver of Notice ....................................................................................... 4
   Section 4.07 Action by Written Consent ....................................................................... 4
   Section 4.08 Meetings and Action of Board Committees .................................................. 4

Article V -- Officers ................................................................................................................ 5
   Section 5.01 Officers; Election .......................................................................................... 5
   Section 5.02 Board Chair ............................................................................................... 5
   Section 5.03 President ................................................................................................. 5
   Section 5.04 Vice Chair ............................................................................................... 5
   Section 5.05 Vice President ......................................................................................... 5
   Section 5.06 Chief Financial Officer .............................................................................. 5
   Section 5.07 Secretary/Treasurer .................................................................................. 6
   Section 5.08 Assistant Secretaries and Assistant Treasurers ............................................. 6
   Section 5.09 Chair-Elect ............................................................................................... 6

Article VI -- Indemnification of Directors and Officers .......................................................... 6
   Section 6.01 Agents, Proceedings and Expenses .............................................................. 6
   Section 6.02 Actions Other Than by the Corporation ....................................................... 7
   Section 6.03 Actions by the Corporation ....................................................................... 7
   Section 6.04 Successful Defense by Agent ..................................................................... 7
   Section 6.05 Required Approval ................................................................................... 7
   Section 6.06 Advance of Expenses .............................................................................. 7
Section 6.07 Directors and Contractual Rights ................................................................. 8
Section 6.08 Limitations .................................................................................................. 8
Section 6.09 Insurance .................................................................................................. 8
Section 6.10 Fiduciaries of Corporate Employee Benefit Plan ......................................... 8
Section 6.11 Other Indemnification ................................................................................ 8

Article VII -- Amendments ......................................................................................... 8
Section 7.01 Amendments by Shareholders .................................................................. 8
Section 7.02 Amendments by Directors ........................................................................ 8

Article VIII -- Annual Report ...................................................................................... 8
Section 8.01 Report to the Shareholders ......................................................................... 8

Article IX -- Issuance of Policies of Insurance .............................................................. 8
Section 9.01 Limitations ............................................................................................... 8

Article X -- Dividends ................................................................................................. 9
Section 10.01 Dividends .............................................................................................. 9

Article XI -- Miscellaneous ......................................................................................... 9
Section 11.01 Representation of Shares of Other Corporation .................................... 9
Section 11.02 Fiscal Year ............................................................................................. 9
Section 11.03 Execution of Documents ........................................................................ 9
Bylaws of The Dentists Insurance Company  
Amended April 2016

Article I -- OFFICES

Section 1.01 Principal Office. The principal executive office of The Dentists Insurance Company (the “corporation”) shall be located at 1201 “K” Street Mall, Sacramento, California 95814, or such other place as the Board of Directors ("board") may determine from time to time.

Section 1.02 Branch Offices. The corporation may also have offices at such other places as the board may from time to time designate, or as the business of the corporation may require.

Article II -- MEETINGS OF SHAREHOLDERS

Section 2.01 Place of Meetings. All meetings of the shareholders shall be held at any place within or without the State of California designated by either the board or the written consent of all shareholders entitled to vote. In the absence of any such designation, shareholders’ meetings shall be held at the principal executive office of the corporation.

Section 2.02 Annual Meetings. The annual meeting of the shareholders of the corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as determined by the board, but not more than 15 months after the date of the preceding annual meeting of the shareholders. Notice of each annual meeting shall be given to each shareholder entitled to vote, either personally or by first-class mail, charges prepaid, addressed to each shareholder at the address appearing on the books of the corporation, or given by the shareholder to the corporation for the purpose of notice. If any notice or report addressed to the shareholder at the address of such shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the shareholder at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the shareholder upon written demand of the shareholder at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other shareholders. If no address of a shareholder appears on the books of the corporation or is given by the shareholder to the corporation, notice is duly given to the shareholder if sent by mail addressed to the place where the principal executive office of the corporation is located or if published at least once in a newspaper of general circulation in the county in which said principal executive office is located.

All such notices shall be given to each shareholder entitled thereto not less than 10 days nor more than 60 days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the United States mail.

Such notices shall state:

(a) The place, date and hour of the meeting;

(b) Those matters which the board, at the time of the mailing of the notice, intends to present for action by the shareholders;

(c) If directors are to be elected, the names of nominees intended at the time of the notice to be presented by the board for election;

(d) Such other matters, if any, as may be expressly required by statute.

Section 2.03 Special Meetings of Shareholders; Notice Provisions. Special meetings of the shareholders for the purpose of taking any action permitted to be taken by the shareholders may be called at any time by the chair or vice chair of the board or the president, or by the secretary/treasurer, or by the board, or by one or more shareholders
holding not less than 10 percent of the voting power of the corporation. The person or persons calling such meeting shall concurrently specify the purpose of the meeting, the general nature of the business to be transacted at the meeting and no other business may be transacted the meeting. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as required for annual meetings of shareholders.

Section 2.04  **Quorum.** The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting shall constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy, but no other business may be transacted except as provided in the preceding sentence.

Section 2.05  **Waiver of Notice.** The transactions of any meetings of shareholders, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote not present in person or by proxy provides a waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals must be filed with the corporate records or made a part of the minutes of the meeting. Attendance by a person at the meeting also constitutes a waiver of notice of and presence at the meeting. Except when the person objects, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully called or convened, and except that the attendance at a meeting is not a waiver of the right to object to the consideration of matters required by law or these bylaws to be included in the notice but not so included if the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any meeting of the shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes thereof, except as otherwise provided in these bylaws, the corporations articles of incorporation or by applicable law.

Section 2.06  **Consent to Shareholder Action.** Any action which may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice if consents in writing setting forth the action so taken are signed by the holders of outstanding voting shares having not less than the minimum number of votes that would be necessary to authorize or to take that action at a meeting at which all shareholders entitled to vote on that action were present and voted; provided, however, (1) unless the consents of all shareholders entitled to vote have been solicited in writing, notice of any shareholder approval without a meeting by less than unanimous written consent shall be given as required by the California Corporations Code, and (2) directors may not be elected by other than unanimous written consent of all the shares entitles to vote for the election of directors.

All such consents shall be filed with the secretary of the corporation and shall be maintained in the corporate records. Any shareholder giving a written consent (ballot) may revoke the consent by a writing received by the secretary of the corporation before written consents representing the number of shares required to authorize the proposed action have been filed with the secretary of the corporation.

Article III – BOARD OF DIRECTORS

Section 3.01  **Powers.** Subject to the provisions of the California General Corporation Law and any limitations in the articles of incorporation and these bylaws as to particular action required to be authorized or approved by the shareholders, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the board shall have the following powers:

First: To conduct, manage and control the affairs and business of the corporation and to make such rules and regulations therefor, not inconsistent with the law or with the articles of incorporation or with the bylaws, as they may deem best;
Second: To elect and remove at pleasure the officers and agents including without limitation the president and
chief executive officer of the corporation, prescribe their duties and fix their compensation, subject to the rights,
if any, under any contract of employment;

Third: To authorize the issue of shares of stock of the corporation from time to time upon such terms as may be
lawful;

Fourth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be
executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust,
mortgages, pledges, hypothecations, or other evidence of debt and securities; and

Fifth: To alter, repeal, or amend, from time to time, and at any time, these bylaws and any and all amendments
of the same, and from time to time, and at any time, to make and adopt such new and additional bylaws as
may be necessary and proper, subject to the power of the shareholders to adopt, amend, or repeal such
bylaws as set forth in Article VII, Section 7.01 of these bylaws, as provided by law, as limited in Article VII,
Section 7.02 of these bylaws.

Section 3.02 Number and Term of Directors.

(a) The authorized number of directors shall be fixed from time to time, within the limits specified in this
Section 3.02(a), by a bylaw or amendment thereof duly adopted by the vote of a majority of the shares
entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent
of the holders of a majority of the outstanding shares entitled to vote.

(b) The authorized number of directors of this corporation shall be 17; 16 of which shall be voting members.
The voting directors shall include: eight at-large, four non-CDA member/non-employee, one CDA trustee,
two CDA officers (the CDA treasurer and CDA vice president), and the CDA executive director. Should the
CDA treasurer or CDA vice president be unable to serve in this role, the chair of the CDA Holding
Company, Inc. shall designate another CDA officer to hold that position. One designated non-voting
member shall be the person holding the office of president and chief executive officer of the corporation.
In the event the CDA executive director is serving in the office of president and chief executive officer of
the corporation, the authorized number of directors and the number of voting directors shall be reduced by
one. Notwithstanding the forgoing, during years when there is an immediate past chair, who is not
otherwise a member of the board, such person shall be added as a second designated, non-voting
member of the board, and the authorized number of directors of this corporation shall be increased by
one. For purposes of determining the presence of a quorum, as provided herein, the non-voting members
shall not be considered as part of the authorized number of directors.

(c) The term of office for at-large and non-CDA member/non-employee directors shall be three years, with a
consecutive tenure of three full terms. A partial term shall be no more than half a term. The term of office
for the CDA trustee director shall be two years. Terms served in a designated director position (trustee,
CDA officer, immediate past chair, CDA executive director, or president) shall not have, nor be counted
towards, tenure limits.

Section 3.03 Election and Removal of Directors. The directors shall be elected at each annual meeting of
shareholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be
elected at any special meeting of the shareholders held for that purpose. Each director, including a director elected to
fill a vacancy, shall hold office until a successor is elected, except as otherwise provided by statute. Any or all of the
directors may be removed with or without cause in accordance with the applicable provisions of the California General
Corporation Law, as amended from time to time.

Section 3.04 Vacancies. Vacancies in the board, including any vacancy created by the removal of a director, may
be filled only by a vote of the shareholders at a special meeting held for that purpose.
Article IV – MEETINGS OF DIRECTORS

Section 4.01 Place of Meetings. Regular meetings of the board shall be held any place within or without the State of California that has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held at any place within or without the State of California which has been designated in notice of the meeting, or, if not designated in the notice or if there is no notice, at the principal executive office of the corporation.

Section 4.02 Regular Meetings. Regular meetings of the board shall be held without call on such time and place as may be fixed by the board; provided, however, that should any such day fall on a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of regular meetings of the directors is hereby dispensed with and no notice whatever of any such meeting need be given, provided that notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the board.

Section 4.03 Special Meetings of Directors; Notice Provisions. Special meetings of the board for any purpose or purposes may be called at any time by the board chair or vice chair or president or by any two directors. Special meetings of the board shall be held upon four days’ notice by mail or 48 hours’ notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the corporation to each director. The notice need not specify the place of the meeting if the meeting is to be held at the principal executive office of the corporation, and need not specify the purpose of the meeting.

Section 4.04 Participation by Telephone or Other Means. Members of the board may participate in a meeting through use of a conference telephone, electric video screen participation or electronic transmission by and to the corporation in accordance with the applicable provisions of the California General Corporation Law.

Section 4.05 Quorum. Presence of a majority of the authorized number of voting directors at a meeting of the board constitutes a quorum for the transaction of business, except as hereinafter provided. A meeting at which a quorum is initially present may continue to transact business notwithstanding withdrawal, provided that any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.06 Waiver of Notice. The transactions of any meeting of the board, however, called or noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed duly given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such directors.

Section 4.07 Action by Written Consent. Any action required or permitted to be taken by the board may be taken without a meeting if all voting members of the board shall individually or collectively consent in writing to such action and if the number of members of the board serving at the time constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 4.08 Meetings and Actions of Board Committees. The provisions of this Article IV shall also apply, with necessary changes in points of detail, to committees designated by the board, if any, and to actions by such committees (except for the first sentence of Section 4.02 of Article IV, which shall not apply, and except that special meetings of a committee may also be called at any time by any two members of the committee), unless otherwise provided by the bylaws or by the resolution of the board designating such committees. For such purpose, reference to “the board” or “the board of directors” shall be deemed to refer to each such committee and reference to “directors” and “members of
Article V -- OFFICERS

Section 5.01 Officers; Election. The officers of the corporation shall be: a board chair and vice chair, a president, vice president, a chief financial officer and a secretary/treasurer. The corporation may also have, at the discretion of the board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be designated from time to time by the board. Any number of offices may be held by the same person. The officers shall be elected by the board and shall hold office at the pleasure of such board, provided that if the CDA executive director also serves in the office of president such person shall serve as vice chair but shall not serve in any other officer capacity. Following each annual meeting of the shareholders, the board shall hold a regular meeting for the election of officers, except the chair-elect who shall be elected in the manner set forth in Article V, Section 5.09, and the transaction of other business.

Section 5.02 Board Chair. The board chair, if present, shall preside at all meetings of the board and the shareholders and exercise and perform such other powers and duties as may be from time to time assigned by the board or prescribed by the bylaws.

Section 5.03 President. Subject to such powers and duties, if any, as may be prescribed by these bylaws or the board for the board chair, if there be such officer, the president shall be the general manager and chief executive officer of the corporation and shall, subject to the authority of the board, have general supervision, direction and control of the business and officers of the corporation. The president shall have all of the powers and shall perform all of the duties that are ordinarily inherent in the office of the president, and shall have such further powers and shall perform such further duties as may be prescribed by the board. Upon direction of the board, the president shall make such reports to the chair of CDA Holding Company, Inc. as requested. The president shall be entitled to attend all meetings of the board, including executive sessions, except executive sessions involving the president’s evaluation and/or compensation.

Section 5.04 Vice Chair. The CDA executive director shall serve ex officio as vice chair. The vice chair shall assist the chair and shall perform such other duties as from time to time may be prescribed by the board or the bylaws. In the absence of the chair for a meeting, the vice chair shall preside at the meeting. If the CDA executive director is serving in the office of president and chief executive officer of the corporation, he or she shall be a non-voting member of the board.

Section 5.05 Vice President. In the absence or disability of the president, the vice presidents in order of their rank as fixed by the board or, if not ranked, the vice president designated by the board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board.

Section 5.06 Chief Financial Officer. The chief financial officer of the corporation shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of account of the corporation. The chief financial officer shall receive and deposit all monies and other valuables belonging to the corporation in the name and to the credit of the corporation and shall disburse the same only in such manner as the board or the appropriate officers of the corporation may from time to time determine, shall render to the president and the board, whenever they request it, an account of all the chief financial officer’s transactions as chief financial officer and of the financial condition of the corporation, and the chief financial officer shall perform such further duties as the board may require.

In the absence or disability or refusal to act of the president, the vice president and chief financial officer shall perform all of the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president.
Section 5.07 Secretary/Treasurer. In the event of the disability of the board chair, the secretary/treasurer shall perform all of the duties of the board chair, except as provided in Section 5.04 of this article, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the board chair.

The secretary/treasurer shall keep or cause to be kept at the principal executive office of the corporation or such other place as the board may order, a book of minutes of all proceedings of the shareholders, the board and committees of the board, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors’ and committee meetings, and the number of shares present or represented at shareholders’ meetings. The secretary/treasurer shall keep or cause to be kept at the principal executive office or at the office of the corporation’s transfer agent a record of shareholders or a duplicate record of shareholders showing the names of the shareholders and their addresses, the number of shares and classes of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation. The secretary/treasurer or an assistant secretary/treasurer, or, if they are absent or unable or refusal to act, any other officer of the corporation, shall give or cause to be given notice of all the meetings of the shareholders, the board and committees of the board required by the bylaws or by law to be given, and that person shall keep the seal of the corporation, if any, in safe custody and shall have such other powers and perform such other duties as may be prescribed by the board or by the bylaws.

The secretary/treasurer shall also have general supervisory authority over the financial and investment activities of the corporation and shall act as liaison between the board and the chief financial officer.

Section 5.08 Assistant Secretaries and Assistant Treasurers. It shall be the duty of the assistant secretaries and the assistant treasurers to assist the secretary/treasurer in the performance of the secretary/treasurer’s duties and generally to perform such other duties as may be delegated to them by the board, and in the order of their seniority, shall, in the absence or disability of the secretary or treasurer, to perform the duties of the secretary or treasurer as the case may be and when so acting shall have all the powers of and be subject to all of the restrictions upon the secretary/treasurer.

Section 5.09 Chair-Elect. The board, no later than during its last regular meeting of the calendar year shall elect a member of the board (who may be the current board chair) to serve as board chair to take office immediately following the next annual meeting of the shareholders (“chair-elect”). If the shareholders fail to elect or reelect, as the case may be, the chair-elect, then the board shall elect a new board chair at the regular meeting of the board immediately following the annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except such as from time to time may be prescribed by the board or by the bylaws.

Article VI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.01 Agents, Proceedings and Expenses. For purposes of this article, “agent” means any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director or officer of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completing action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 6.04 or 6.05(c) of this article.

Section 6.02 Actions Other Than by the Corporation. The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any 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 the person reasonably believed to be in the best interests of the corporation or that the 
person had a reasonable cause to believe that the person’s conduct was unlawful.

Section 6.03  **Actions by the Corporation.** The corporation shall indemnify any person who was or is a party, or is 
threatened to be made a party, to any threatened, pending or completed action by or in the right of the corporation by 
reason of the fact that such person is or was an agent of the corporation, against any expenses actually and reasonably 
incurred by that person in connection with the defense or settlement of the action, and any amounts paid by him or her 
in settlement thereof; provided the person to be indemnified acted in good faith, in a manner he or she believed to be 
in the best interests of the corporation and its shareholders. However, no indemnification shall be made under this 
Section 6.03 for any of the following:

(a) In respect to any claim, issue or matter as to which that person shall have been adjudged to be liable to 
the corporation in the performance of that person’s duty to the corporation, unless and only to the extent 
that the court in which that proceeding is or was pending shall determine upon application that, in view of 
all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses 
which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a pending action without court approval; or

(c) Of expenses incurred in defending a pending action that is settled or otherwise disposed of without court 
approval.

Section 6.04  **Successful Defense by Agent.** To the extent that an agent of this corporation has been successful on the 
merits in defense of any proceeding referred to in Sections 6.02 or 6.03 of this article, or in defense of any claim, issue 
or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in 
connection therewith.

Section 6.05  **Required Approval.** Except as provided in Section 6.04 of this article, any indemnification under this 
article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification 
of the agent is proper in the circumstances because the agent has met the applicable standards of conduct set forth in 
Sections 6.02 or 6.03 of this article, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;

(b) If such a quorum of directors is not obtainable, by independent legal counsel in a written opinion;

(c) Approval or ratification by the affirmative vote of a majority of the shares of the corporation entitled to 
vote represented at a duly held meeting at which a quorum is present or by the written consent of holders 
of a majority of the outstanding shares entitled to vote or;

(d) The court in which the proceeding is or was pending, on application made by the corporation or the agent 
or the attorney or other person rendering services in connection with the defense, whether or not such 
application by the agent, attorney, or other person is opposed by the corporation.

Section 6.06  **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the 
corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to 
repay the advance if it shall be determined ultimately that the agent is not qualified to be indemnified as authorized in 
this article.

Section 6.07  **Directors and Contractual Rights.**

(a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest 
extent possible under California law.
Section 6.08 Limitations. No indemnification or advance shall be made under this article, except as provided in Sections 6.04 or 6.05(c), in any circumstance where it appears:

(a) That such indemnification would be inconsistent with a provision of the articles, bylaws, a resolution of the shareholders, or an agreement in effect at the place of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That such indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.09 Insurance. The board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 6.10 Fiduciaries of Corporate Employee Benefit Plan. This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person’s capacity as such, even though that person may also be an agent of the corporation as defined in Section 6.01 of this article. The board shall have the power to indemnify such a trustee, investment manager, or other fiduciary to the extent permitted by applicable law.

Section 6.11 Other Indemnification. The provisions of this Article VI shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of directors, officers, employees, fiduciaries and other agents that may be provided by the articles of incorporation or any statute, bylaw, agreement, general or specific action of the board, vote of shareholders or other document or arrangement.

Article VII -- AMENDMENTS

Section 7.01 Amendments by Shareholders. New bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote or written consent of a majority of the outstanding shares entitled to vote, except as otherwise provided by law or by the articles of incorporation or these bylaws.

Section 7.02 Amendments by Directors. Subject to the right of shareholders as provided in Section 7.01 to adopt, amend or repeal bylaws, and except as otherwise provided by law or by the articles of incorporation, bylaws may be adopted, amended or repealed by the board, other than a bylaw amendment changing the authorized maximum or minimum number of directors, provided that the provisions of Article III, Section 3.02(a) and Article VII may only be amended or repealed by affirmative vote or written consent of a majority of the outstanding shares entitled to vote.

Article VIII -- ANNUAL REPORT

Section 8.01 Report to the Shareholders. The annual report to shareholders referred to in Section 1501 of the California General Corporation Law is expressly waived, but nothing herein shall be interpreted as prohibiting the board from issuing annual or other periodic reports to shareholders.

Article IX -- ISSUANCE OF POLICIES OF INSURANCE

Section 9.01 Limitations. Unless prohibited by state laws and/or regulations, issuance of policies of insurance by this corporation shall be limited to:

(a) Dentist members of the California Dental Association,
(b) Dentist members of the American Dental Association,

(c) Dental student members of their respective state associations,

(d) Dental student members of the American Dental Association,

(e) Dentists from states where the sponsoring association does not require the above-described membership as a condition of insurance or

(f) Dentists from states where the state association does not endorse this corporation.

Article X -- DIVIDENDS

Section 10.01 Dividends. The directors may declare a dividend distribution to the shareholders from time to time, in accordance with the applicable provisions of the California General Corporation Law and the California Insurance Code.

Article XI -- MISCELLANEOUS

Section 11.01 Representation of Shares of Other Corporations. Shares of other corporations standing in the name of the corporation may be voted or represented and all incidents thereto exercised on behalf of the corporation by the board chair, or the president.

Section 11.02 Fiscal Year. The fiscal year of the corporation shall end on the last day of December.

Section 11.03 Execution of Documents. The board may, in its discretion, determine the method and by resolution designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding on the corporation.