



# **Bylaws of The Dentists Insurance Company (TDIC)**

As amended August 2023

# TDIC Bylaws

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# Bylaws of The Dentists Insurance Company

Amended August 2023



1 Article I – OFFICES

2  
3 Section 1.01 Principal Office. The principal executive office The Dentists Insurance Company (the “corporation”) shall  
4 be located at 1201 “K” Street Mall, Sacramento, California 95814, or such other place as the Board of Directors  
5 (“board”) may determine from time to time.

6  
7 Section 1.02 Branch Offices. The corporation may also have offices at such other places as the board may from time  
8 to time designate, or as the business of the corporation may require.

9  
10 Article II – MEETINGS OF SHAREHOLDERS

11  
12 Section 2.01 Place of Meetings. All meetings of the shareholders shall be held at any place within or without the  
13 State of California designated by either the board or the written consent of all shareholders entitled to vote. In the  
14 absence of any such designation, shareholders’ meetings shall be held at the principal executive office of the  
15 corporation.

16  
17 Section 2.02 Annual Meetings. The annual meeting of the shareholders of the corporation for the election of directors  
18 to succeed those whose terms expire and for the transaction of such other business as may properly come before the  
19 meeting, shall be held on such date and at such time as determined by the board, but not more than 15 months after the  
20 date of the preceding annual meeting of the shareholders. Notice of each annual meeting shall be given to each  
21 shareholder entitled to vote, either personally or by first-class mail, charges prepaid, addressed to each shareholder at  
22 the address appearing on the books of the corporation, or given by the shareholder to the corporation for the purpose  
23 of notice. If any notice or report addressed to the shareholder at the address of such shareholder appearing on the  
24 books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the  
25 United States Postal Service is unable to deliver the notice or report to the shareholder at such address, all future notices  
26 or reports shall be deemed to have been duly given without further mailing if the same shall be available for the  
27 shareholder upon written demand of the shareholder at the principal executive office of the corporation for a period of  
28 one year from the date of the giving of the notice or report to all other shareholders. If no address of a shareholder  
29 appears on the books of the corporation or is given by the shareholder to the corporation, notice is duly given to the  
30 shareholder if sent by mail addressed to the place where the principal executive office of the corporation is located or if  
31 published at least once in a newspaper of general circulation in the county in which said principal executive office is  
32 located.

33  
34 All such notices shall be given to each shareholder entitled thereto not less than 10 days nor more than 60 days before  
35 each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or  
36 deposited in the United States mail.

37  
38 Such notices shall state:

- 39
- 40 (a) The place, date and hour of the meeting;
  - 41
  - 42 (b) Those matters which the board, at the time of the mailing of the notice, intends to present for action by the  
43 shareholders;
  - 44
  - 45 (c) If directors are to be elected, the names of nominees intended at the time of the notice to be presented by  
46 the board for election;
  - 47
  - 48 (d) Such other matters, if any, as may be expressly required by statute.
- 49

50 Section 2.03 Special Meetings of Shareholders; Notice Provisions. Special meetings of the shareholders for the  
51 purpose of taking any action permitted to be taken by the shareholders may be called at any time by the chair or vice  
52 chair of the board or the president, or by the secretary/treasurer, or by the board, or by one or more shareholders

53 holding not less than 10 percent of the voting power of the corporation. The person or persons calling such meeting  
54 shall concurrently specify the purpose of the meeting, the general nature of the business to be transacted at the meeting  
55 and no other business may be transacted the meeting. Except in special cases where other express provision is made by  
56 statute, notice of such special meetings shall be given in the same manner as required for annual meetings of  
57 shareholders.

58  
59 Section 2.04 Quorum. The presence in person or by proxy of the holders of a majority of the shares entitled to vote  
60 at any meeting shall constitute a quorum at a meeting of the shareholders. The shareholders present at a duly called or  
61 held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the  
62 withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is  
63 approved by at least a majority of the shares required to constitute a quorum. In the absence of a quorum, any meeting  
64 of shareholders may be adjourned from time to time by the vote of a majority of the shares represented either in person  
65 or by proxy, but no other business may be transacted except as provided in the preceding sentence.

66  
67 Section 2.05 Waiver of Notice. The transactions of any meetings of shareholders, however called and noticed and  
68 wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present  
69 either in person or by proxy and if, either before or after the meeting, each of the persons entitled to vote not present in  
70 person or by proxy provides a waiver of notice or a consent to the holding of the meeting or an approval of the minutes  
71 thereof. All such waivers, consents and approvals must be filed with the corporate records or made a part of the minutes  
72 of the meeting. Attendance by a person at the meeting also constitutes a waiver of notice of and presence at the  
73 meeting. Except when the person objects, at the beginning of the meeting, to the transaction of business because the  
74 meeting was not lawfully called or convened, and except that the attendance at a meeting is not a waiver of the right to  
75 object to the consideration of matters required by law or these bylaws to be included in the notice but not so included if  
76 the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any meeting  
77 of the shareholders need be specified in any written waiver of notice, consent to the holding of the meeting or approval  
78 of the minutes thereof, except as otherwise provided in these bylaws, the corporations articles of incorporation or by  
79 applicable law.

80  
81 Section 2.06 Consent to Shareholder Action. Any action which may be taken at any annual or special meeting of  
82 shareholders may be taken without a meeting and without prior notice if consents in writing setting forth the action so  
83 taken are signed by the holders of outstanding voting shares having not less than the minimum number of votes that  
84 would be necessary to authorize or to take that action at a meeting at which all shareholders entitled to vote on that  
85 action were present and voted; provided, however, (1) unless the consents of all shareholders entitled to vote have been  
86 solicited in writing, notice of any shareholder approval without a meeting by less than unanimous written consent shall  
87 be given as required by the California Corporations Code, and (2) directors may not be elected by other than  
88 unanimous written consent of all the shares entitles to vote for the election of directors.

89  
90 All such consents shall be filed with the secretary of the corporation and shall be maintained in the corporate records.  
91 Any shareholder giving a written consent (ballot) may revoke the consent by a writing received by the secretary of the  
92 corporation before written consents representing the number of shares required to authorize the proposed action have  
93 been filed with the secretary of the corporation.

## 94 Article III – BOARD OF DIRECTORS

95  
96  
97 Section 3.01 Powers. Subject to the provisions of the California General Corporation Law and any limitations in the  
98 articles of incorporation and these bylaws as to particular action required to be authorized or approved by the  
99 shareholders, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised  
100 by or under the direction of the board. Without prejudice to such general powers, but subject to the same limitations, it  
101 is hereby expressly declared that the board shall have the following powers:

102  
103 First: To conduct, manage and control the affairs and business of the corporation and to make such rules and  
104 regulations therefor, not inconsistent with the law or with the articles of incorporation or with the bylaws, as they  
105 may deem best;

106  
107 Second: To elect and remove at pleasure the officers and agents including without limitation the president and  
108 chief executive officer of the corporation, prescribe their duties and fix their compensation, subject to the rights,  
109 if any, under any contract of employment;

110  
111 Third: To authorize the issue of shares of stock of the corporation from time to time upon such terms as may be  
112 lawful;

113  
114 Fourth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be  
115 executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust,  
116 mortgages, pledges, hypothecations, or other evidence of debt and securities; and

117  
118 Fifth: To alter, repeal, or amend, from time to time, and at any time, these bylaws and any and all amendments  
119 of the same, and from time to time, and at any time, to make and adopt such new and additional bylaws as  
120 may be necessary and proper, subject to the power of the shareholders to adopt, amend, or repeal such  
121 bylaws as set forth in Article VII, Section 7.01 of these bylaws, as provided by law, as limited in Article VII,  
122 Section 7.02 of these bylaws.

123  
124 Section 3.02 Number and Term of Directors.

125  
126 (a) The authorized number of directors shall be fixed from time to time, within the limits specified in this  
127 Section 3.02(a), by an action adopted by the vote of a majority of the shares entitled to vote represented  
128 at a duly held meeting at which a quorum is present, or by the written consent of the holders of a majority  
129 of the outstanding shares entitled to vote.

130  
131 (b) The authorized number of directors of this corporation shall be no fewer than 12 and no more than 18; of  
132 whom no more than 16 shall be voting members. The voting directors shall include: six to eight CDA  
133 member, three to four non-CDA member/non-employee, three to four directors designated from the CDA  
134 board (the CDA treasurer, the CDA executive director, and up to two additional CDA board members.  
135 Should the CDA treasurer be unable to serve in this role, the chair of the CDA Holding Company, Inc.  
136 shall designate another CDA board member to hold that position.

137  
138 One designated non-voting member shall be the person holding the office of president and chief executive  
139 officer of the corporation. In the event the CDA executive director is serving in the office of president and  
140 chief executive officer of the corporation, the authorized number of directors and the number of voting  
141 directors shall be reduced by one. Notwithstanding the forgoing, during years when there is an immediate  
142 past chair, who is not otherwise a member of the board, such person shall be added as a second  
143 designated, non-voting member of the board, and the authorized number of directors of this corporation  
144 shall be increased by one. For purposes of determining the presence of a quorum, as provided herein, the  
145 non-voting members shall not be considered as part of the authorized number of directors.

146  
147 (c) The term of office for CDA member and non-CDA member/non-employee directors shall be three years,  
148 with a consecutive tenure of three full terms. A partial term shall be no more than half a term. Directors  
149 shall be eligible to serve an additional term after a break in service of one year. The term of office for the  
150 CDA-board designated positions (when not designated to a CDA officer) shall be two years. Terms served  
151 in a designated director position (CDA board member, executive director, or president) shall not have, nor  
152 be counted towards, tenure limits. An immediate past chair not otherwise serving as a voting director shall  
153 be eligible to serve in an at-large or non-CDA member/non-employee director position with a service gap  
154 of one year or longer.

155  
156 Section 3.03 Election and Removal of Directors. The directors shall be elected at each annual meeting of  
157 shareholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be  
158 elected at any special meeting of the shareholders held for that purpose. Each director, including a director elected to  
159 fill a vacancy, shall hold office until a successor is elected, except as otherwise provided by statute. Any or all of the

160 directors may be removed with or without cause in accordance with the applicable provisions of the California General  
161 Corporation Law, as amended from time to time, or for failing to attend 50 percent or more of board meetings within  
162 12 months or two consecutive meetings of a committee of the board.

163  
164 Section 3.04 Vacancies. Vacancies in the board, including any vacancy created by the removal of a director, may  
165 be filled by a chair recommendation to the board, and election by the shareholders at a special meeting held for that  
166 purpose.

#### 167 168 Article IV – MEETINGS OF DIRECTORS

169  
170 Section 4.01 Place of Meetings. Regular meetings of the board shall be held any place within or without the State of  
171 California that has been designated from time to time by the board. In the absence of such designation, regular  
172 meetings shall be held at the principal executive office of the corporation. Special meetings of the board may be held at  
173 any place within or without the State of California which has been designated in notice of the meeting, or, if not  
174 designated in the notice or if there is no notice, at the principal executive office of the corporation.

175  
176 Section 4.02 Regular Meetings. Regular meetings of the board shall be held without call on such time and place as  
177 may be fixed by the board; provided, however, that should any such day fall on a legal holiday, then said meeting  
178 shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of regular  
179 meetings of the directors is hereby dispensed with and no notice whatever of any such meeting need be given, provided  
180 that notice of any change in the time or place of regular meetings shall be given to all of the directors in the same  
181 manner as notice for special meetings of the board.

182  
183 Section 4.03 Special Meetings of Directors; Notice Provisions. Special meetings of the board for any purpose or  
184 purposes may be called at any time by the board chair or vice chair or president or by any two directors. Special  
185 meetings of the board shall be held upon four days' notice by mail or 48 hours' notice delivered personally or by  
186 telephone, including a voice messaging system or by electronic transmission by the corporation to each director. The  
187 notice need not specify the place of the meeting if the meeting is to be held at the principal executive office of the  
188 corporation, and need not specify the purpose of the meeting.

189  
190 Section 4.04 Participation by Telephone or Other Means. Members of the board may participate in a meeting  
191 through use of a conference telephone, electric video screen participation or electronic transmission by and to the  
192 corporation in accordance with the applicable provisions of the California General Corporation Law.

193  
194 Section 4.05 Quorum. Presence of a majority of the authorized number of voting directors at a meeting of the board  
195 constitutes a quorum for the transaction of business, except as hereinafter provided. A meeting at which a quorum is  
196 initially present may continue to transact business notwithstanding withdrawal, provided that any action taken is  
197 approved by at least a majority of the required quorum for such meeting. A majority of the directors present, whether or  
198 not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than  
199 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting  
200 to the directors who were not present at the time of the adjournment.

201  
202 Section 4.06 Waiver of Notice. The transactions of any meeting of the board, however, called or noticed or  
203 wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is  
204 present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a  
205 consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be  
206 filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed  
207 duly given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of  
208 notice to such directors.

209  
210 Section 4.07 Action by Written Consent. Any action required or permitted to be taken by the board may be taken  
211 without a meeting if all voting members of the board shall individually or collectively consent in writing to such action  
212 and if the number of members of the board serving at the time constitutes a quorum. Such written consent or consents

213 shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force  
214 and effect as a unanimous vote of such directors.

215

216 Section 4.08 Meetings and Actions of Board Committees. The provisions of this Article IV shall also apply, with  
217 necessary changes in points of detail, to committees designated by the board, if any, and to actions by such committees  
218 (except for the first sentence of Section 4.02 of Article IV, which shall not apply, and except that special meetings of a  
219 committee may also be called at any time by any two members of the committee), unless otherwise provided by the  
220 bylaws or by the resolution of the board designating such committees. For such purpose, reference to "the board" or  
221 "the board of directors" shall be deemed to refer to each such committee and reference to "directors" and "members of  
222 the board" shall be deemed to refer to members of the committee. Committees of the board may be designated, and  
223 shall be subject to the limitations on their authority, as provided in Section 311 of the General Corporation Law.

224

## 225 Article V – OFFICERS

226

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

235

236 Section 5.02 Board Chair. The board chair, if present, shall preside at all meetings of the board and the  
237 shareholders and exercise and perform such other powers and duties as may be from time to time assigned by the  
238 board or prescribed by the bylaws. The board chair may serve on the CDA board, or appoint a designee from the  
239 board to do so, when such service is in accordance with the bylaws of CDA.

240

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

250

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

256

257 Section 5.05 Chief Financial Officer. The chief financial officer of the corporation shall keep and maintain or cause  
258 to be kept and maintained, adequate and correct books and records of account of the corporation. The chief financial  
259 officer shall receive and deposit all monies and other valuables belonging to the corporation in the name and to the  
260 credit of the corporation and shall disburse the same only in such manner as the board or the appropriate officers of the  
261 corporation may from time to time determine, shall render to the president and the board, whenever they request it, an  
262 account of all the chief financial officer's transactions as chief financial officer and of the financial condition of the  
263 corporation, and the chief financial officer shall perform such further duties as the board may require.

264

265 In the absence or disability or refusal to act of the president, the vice chair and chief financial officer shall perform all of  
266 the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the  
267 president.  
268

269 Section 5.06 Secretary/Treasurer. In the event of the disability of the board chair, the secretary/treasurer shall  
270 perform all of the duties of the board chair, except as provided in Section 5.04 of this article, and when so acting shall  
271 have all the powers of, and be subject to all the restrictions upon, the board chair.  
272

273 The secretary/treasurer shall keep or cause to be kept at the principal executive office of the corporation or such other  
274 place as the board may order, a book of minutes of all proceedings of the shareholders, the board and committees of  
275 the board, with the time and place of holding, whether regular or special, and if special how authorized, the notice  
276 thereof given, the names of those present at directors' and committee meetings, and the number of shares present or  
277 represented at shareholders' meetings. The secretary/treasurer shall keep or cause to be kept at the principal executive  
278 office or at the office of the corporation's transfer agent a record of shareholders or a duplicate record of shareholders  
279 showing the names of the shareholders and their addresses, the number of shares and classes of shares held by each,  
280 the number and date of certificates issued for the same and the number and date of cancellation of every certificate  
281 surrendered for cancellation. The secretary/treasurer or an assistant secretary/treasurer, or, if they are absent or unable  
282 or refuse to act, any other officer of the corporation, shall give or cause to be given notice of all the meetings of the  
283 shareholders, the board and committees of the board required by the bylaws or by law to be given, and that person  
284 shall keep the seal of the corporation, if any, in safe custody and shall have such other powers and perform such other  
285 duties as may be prescribed by the board or by the bylaws.  
286

287 The secretary/treasurer shall also have general supervisory authority over the financial and investment activities of the  
288 corporation and shall act as liaison between the board and the chief financial officer.  
289

290 Section 5.07 Assistant Secretaries and Assistant Treasurers. It shall be the duty of the assistant secretaries and the  
291 assistant treasurers to assist the secretary/treasurer in the performance of the secretary/treasurer's duties and generally  
292 to perform such other duties as may be delegated to them by the board, and in the order of their seniority, shall, in the  
293 absence or disability of the secretary or treasurer, to perform the duties of the secretary or treasurer as the case may be  
294 and when so acting shall have all the powers of and be subject to all of the restrictions upon the secretary/treasurer.  
295

296 Section 5.08 Chair-Elect. The board, no later than during its last regular meeting of the calendar year shall elect a  
297 member of the board (who may be the current board chair) to serve as board chair to take office immediately following  
298 the next annual meeting of the shareholders ("chair-elect"). If the shareholders fail to elect or reelect, as the case may  
299 be, the chair-elect, then the board shall elect a new board chair at the regular meeting of the board immediately  
300 following the annual meeting of the shareholders. The chair-elect as such shall have no powers or responsibilities except  
301 such as from time to time may be prescribed by the board or by the bylaws.  
302

## 303 Article VI – INDEMNIFICATION OF DIRECTORS AND OFFICERS 304

305 Section 6.01 Agents, Proceedings and Expenses. For purposes of this article, "agent" means any person who is or  
306 was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer  
307 of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director or  
308 officer of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another  
309 enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completing  
310 action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without  
311 limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.04 or 6.05(c) of  
312 this article.  
313

314 Section 6.02 Actions Other Than by the Corporation. The corporation shall indemnify any person who was or is a  
315 party or is threatened to be made a party, to any proceeding (other than an action by or in the right of the corporation  
316 to procure a judgment in its favor) by reason of the fact that such person is or was an agent of the corporation, against  
317 expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such  
318 proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best

319 interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct  
320 of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a  
321 plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good  
322 faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the  
323 person had a reasonable cause to believe that the person's conduct was unlawful.

324

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

332

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

338

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

340

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

343

344 Section 6.04 Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the  
345 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  
346 or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in  
347 connection therewith.

348

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

353

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

355

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

357

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

361

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

365

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

370

371 Section 6.07 Directors and Contractual Rights.

372

373 (a) The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest  
374 extent possible under California law.

375

376 (b) Nothing contained in this article shall affect any right to indemnification to which persons other than  
377 directors and officers of this corporation or any subsidiary hereof may be entitled by contract or otherwise.

378

379 Section 6.08 Limitations. No indemnification or advance shall be made under this article, except as provided in  
380 Sections 6.04 or 6.05(c), in any circumstance where it appears:

381

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

386

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

389

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

394

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

400

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

405

406 Article VII – AMENDMENTS

407

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

411

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

417

418 Article VIII – ANNUAL REPORT

419

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

423

424

## 425 Article IX – ISSUANCE OF POLICIES OF INSURANCE

426

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

429

430 (a) Dentist members of the California Dental Association,

431

432 (b) Dentist members of the American Dental Association,

433

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

435

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

437

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

440

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

442

## 443 Article X – DIVIDENDS

444

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

448

## 449 Article XI – MISCELLANEOUS

450

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

454

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

456

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