

**BYLAWS
OF
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY**

**ARTICLE I.
Membership Meetings**

1. The Annual Meeting of the Voting Members of the Corporation required by La. R.S. 22:119 shall be held at the registered office of the Corporation on the third Tuesday of February of each year, unless such day is a legal holiday, and then on the next business day following said holiday. The Board of Directors, with proper notice, may change the date and time of the Annual Meeting. "Voting Member" shall have such meaning as specified in the Articles of Incorporation.

2. A special meeting of the Voting Members for any purpose or purposes, unless otherwise prescribed by law, or by the Articles of Incorporation, may be called by the Chairman of the Board, and shall be called by the Chairman of the Board at the request in writing of a majority of the members of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at such special meeting shall be confined to the subjects stated in the call.

3. Written notice of the Annual Meeting shall be given to each Voting Member by means of the policy of insurance issued to said Voting Member or by other appropriate document. A written notice of the Annual Meeting shall be mailed to each Voting Member who has not appointed a proxy or proxies at such address as appears on the books of the Corporation at least ten (10) days but not more than sixty (60) days prior to the meeting; however, where a Voting Member has in advance appointed a proxy or proxies, such notice may be served upon such proxy or proxies.

4. Written notice of a special meeting of the Voting Members stating the time, place and subject thereof, shall be given to such Voting Member, or served upon his duly constituted proxy or proxies at such address as appears on the books of the Corporation, at least ten (10) days but not more than sixty (60) days prior to the meeting.

5. The Corporation shall publish an announcement of the Annual Meeting or special meetings of Voting Members at least ten (10) days prior to each said meeting but not earlier than sixty (60) days prior to each said meeting in the official journals of New Orleans, Baton Rouge, Shreveport, Monroe, Alexandria, Lafayette and Lake Charles.

6. The Chairman of the Board of Directors, or in his absence, the Vice Chairman of the Board of Directors, shall preside over the Annual Meeting and any special meetings of Voting Members. In the absence of both the Chairman and the Vice Chairman, the Board of Directors shall by majority vote elect another member of the Board of Directors to preside over said meetings.

7. A majority of the Voting Members, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of such members for the transaction of business, except as may be provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Voting Members, such members, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.

8. When a quorum is present at any meeting, the vote of a majority of the Voting Members, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, or the Articles of Incorporation, or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

9. Each Voting Member of this Corporation may in writing designate a proxy, who shall be a Voting Member or group of Voting Members of this Corporation (such as all or any designated portion of the Board of Directors), to vote on behalf of said Voting Member at any annual or special meeting on any matter on which Voting Members are entitled to vote, and in designating any such proxy, the Voting Member may provide that any notices which would be sent to said Voting Member may be sent to the proxy. The designation of a proxy shall be revocable at any time in the manner prescribed by law.

ARTICLE II.

Board of Directors

1. The corporate powers of this Corporation shall be vested in, and exercised by, the Board of Directors.

2. The Board of Directors shall be constituted and governed by Article VIII of the Amended and Restated Articles of Incorporation adopted by the Voting Members on February 18, 2003, and approved for recordation by the Commissioner of Insurance on March 27, 2003, as amended from time to time, and by these Bylaws.

3. The directors of this Corporation shall normally be elected at the Annual Meeting of the Voting Members to be held in February of each year and shall hold office for a term of one (1) year or until their successors are duly elected and qualified. Effective February 19, 2019, a director may not serve more than fifteen (15) terms, the first of which began on said date.

4. A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum; provided, however, that the remaining directors may not take action upon any business that is not on the agenda, as approved at the beginning of the meeting.

5. The Board of Directors shall meet at least six times each year and upon written application of the Voting Members of one-tenth (1/10) of the insurance in force as of the preceding December 31. Such meetings shall be held on such dates and at such times as the directors shall determine. The first of such regular meetings of the Board of Directors shall be held in January of each year. The Board of Directors elected at the Annual Meeting of the Voting Members shall meet as soon as practicable after said Annual Meeting and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum of directors as fixed by these Bylaws is present.

6. Special meetings of the Board of Directors may be held whenever called by the Chairman of the Board, or in his absence the Vice Chairman, or in the absence of both the Chairman and Vice Chairman, by the President. A majority of the members of the Board may also call a special meeting of the Board.

7. Notice of all regular and special meetings of the Board of Directors shall be given at least five days prior to the date of the meeting. The notice may be delivered personally or by mail or may be given by telephone or electronic mail. A director may waive notice of any regular or special meeting by signing a written notice of waiver either before or after the date of the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting except when the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. The place for holding each meeting of the Board of Directors, whether regular or special, shall be at the registered office of the Corporation or at such other place, within the State of Louisiana or elsewhere, as designated in the notice. Regular and special meetings of the Board of Directors may be held by teleconference, and any director may attend any regular or special meeting of the Board by teleconference. Participation in a meeting by teleconference shall constitute presence in person at such meeting, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

9. Any action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of any committee of the Board, as the case may be, and filed with the records of proceedings of the Board or committee.

10. Three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall automatically constitute removal from the Board, effective when notification of removal is dated and mailed by registered mail by the Secretary of the Board or his authorized designee to the removed director.

11. The Chairman of the Board, or in his absence, the Vice Chairman, or in the absence of both the Chairman and the Vice Chairman, the President, shall promptly notify the remaining members of the Board of Directors of the death, resignation, removal or other termination of services of a member of the Board of Directors, and state whether or not the minimum number of directors required by Article VIII, Section 2 of the Articles of Incorporation is satisfied without replacing such director. The Board of Directors may decide whether or not to replace the former

director if the minimum number of directors is otherwise satisfied. Any such vacancy may be filled for the unexpired term by a majority vote of the remaining directors, even though not constituting a quorum, at any regular meeting or special meeting of the Board of Directors.

12. Any vacancy resulting from an increase in the authorized number of directors may be filled by a majority vote of the directors; provided that the Voting Members shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the directors. The term of office of any such director so elected shall expire at the same time as the terms of the incumbent directors, and such director shall be subject to election by the Voting Members at the next Annual Meeting of Voting Members.

13. The Board shall have oversight of all matters related to cybersecurity and may delegate this oversight to a standing or a special committee of the Board by majority vote of the Board of Directors then in office.

ARTICLE III. Standing and Special Committees

1. The Board of Directors shall establish the following standing committees, which generally shall have the responsibilities specified for each below:

a. **Audit Committee**

The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the Corporation's financial reporting processes and accounting practices; the adequacy and effectiveness of its systems of internal controls regarding finance, accounting, and legal and regulatory compliance; oversight of enterprise risk management; and the performance, qualifications, and independence of its independent auditors.

b. **Compensation Committee**

The Compensation Committee shall periodically review the Corporation's director and executive compensation program, as well as the Corporation's employee benefits and incentive programs, and shall review executive performance evaluations. It shall make recommendations for adjustments to compensation levels and for benefits and incentive program designs to the Board of Directors.

c. **Finance and Investment Committee**

The Finance and Investment Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the annual budget process by reviewing and recommending the annual budget and capital expenditures for approval by the Board of Directors. The Committee monitors the Corporation's investment policies and the performance of invested funds, and oversees long-range financial objectives.

d. Governance Committee

The Governance Committee shall advise the Board on issues relating to quality of Board and director performance and that of any special and standing committee of the Board. The Governance Committee shall make recommendations regarding membership on the Board of Directors to the Board of Directors. The Governance Committee shall be responsible for review of matters of ethical concern involving members of the Board of Directors and shall make recommendations for resolution of such matters to the Board. The Governance Committee shall also nominate persons from membership of the Board for election as Chairman, Vice Chairman and Secretary. The Governance Committee also shall nominate to the Board of Directors from the membership of the Board members of standing committees and special committees.

2. The members of each standing committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board. However, a director who is also an employee of the Corporation may not serve as a member of the Audit, Compensation or Governance Committee. A director who is not independent as defined by law, regulation or the Corporation's definition may serve on only those committees for which membership is not prohibited by the law, regulation or definition. The Chair of each standing committee shall be elected by the members of the standing committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

3. Each standing committee shall establish and be governed by a charter setting forth its mission, scope of authority, responsibilities, and functions, which charter shall be presented for approval by the Board. In addition, from time to time the Board of Directors by resolution may assign or refer to a standing committee specific issues which are not otherwise specified in the committee's charter. Meetings of each standing committee shall be held and conducted in the manner specified in the committee's charter, provided that a majority of the members of each committee shall be necessary to constitute a quorum for transacting the business of the committee.

4. The Board of Directors by majority vote of all directors then in office may establish additional standing committees, as it in its discretion deems fit, each of which shall be subject to the provisions of this Article. The members of each additional standing committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board of Directors. The Chair of each additional standing committee shall be elected by the members of the additional standing committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

5. The Board of Directors by majority vote of all directors then in office may establish special committees from time to time, as it in its discretion deems fit, the purpose, composition and duration of which shall be as specified by the Board. The members of each special committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board of Directors. The Chair of each special committee shall be elected by the members of the special committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

ARTICLE IV.

Officers

1. The officers of the Corporation shall be a Chairman and Vice Chairman of the Board of Directors, a President, a Treasurer, a Secretary and an Assistant Secretary. These officers shall be elected by the directors at a meeting of the directors following each annual election of directors or at any meeting of the directors thereafter during the first quarter of the year. The officers shall serve for a term of one (1) year and shall hold office until their successors are duly elected and qualified. Any officer elected by the directors may be removed at any time by the vote of a majority of the Board of Directors. A person shall not be eligible to hold the office of Chairman or the office of Vice Chairman for more than three (3) consecutive one-year terms. The President may appoint one or more Vice Presidents, who shall also be officers of the Corporation, and may remove such officers at any time.

2. The Chairman and Vice Chairman shall be elected from the membership of the Board of Directors, provided that a director who is also an employee of the Corporation may not serve as Chairman of the Board. Other officers shall be chosen from within or outside the Board of Directors as the Board may determine.

3. The President of the Corporation shall be a member of the Board of Directors.

4. A former President of the Corporation shall not be eligible for election to the Board of Directors.

5. The Chairman of the Board of Directors shall preside at meetings of the Board of Directors and meetings of Voting Members and shall have and exercise such other duties and functions as the Board of Directors may from time to time determine.

6. The Vice Chairman of the Board of Directors shall in the absence of the Chairman have and exercise the duties and functions of the Chairman; and shall have and exercise such other duties and functions as the Board of Directors may from time to time determine.

7. The President shall be the chief executive officer of the Corporation. He shall be responsible and have authority for the general supervision, direction, administration, and operation of the Corporation, subject only to such policies which are established by the Board of Directors. He shall direct the activities and functions of all subordinate officers and personnel; shall in the absence of both the Chairman and Vice Chairman of the Board of Directors preside at meetings of the Board of Directors; and shall have and exercise all other duties and functions incident to the office of the President.

8. Each corporate officer other than the President shall have and exercise such duties and functions as the President shall from time to time prescribe and assign to him. In the absence of the President, a Vice President (in the order designated by the Board if there be more than one) shall succeed to and perform the duties and functions of the President.

9. The Chairman of the Board shall issue notices of all meetings of the Board of Directors and meetings of Voting Members (except where the person or persons calling a meeting

may issue the notice thereof). The Secretary shall keep the minutes of all such meetings and shall have and exercise such other functions and duties as the Board may from time to time determine. The Assistant Secretary shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal and all written contracts of the Corporation; and shall have such other duties and functions as may be assigned to him by the President or the Secretary from time to time. In the absence of the Secretary, his duties may be performed by the President, a Vice President, the Treasurer or the Assistant Secretary.

10. The Treasurer shall be the chief financial officer of the Corporation. He shall have charge of and be responsible for all funds and securities of the Corporation; shall keep and maintain appropriate and accurate books and records of account; shall make reports to the Board of Directors on the financial affairs of the Corporation in such form and as often as said Board may require; shall have such other duties and functions as may be assigned to him by the President from time to time; and shall perform all other duties incident to the office of Treasurer. In the absence of the Treasurer, his duties and functions shall be performed by such other officer of the Corporation as the President may from time to time designate for the purpose. Such person shall for the time being carry the title of "Acting Treasurer" in addition to such other title as he may have.

11. Notwithstanding the foregoing general statements of duties and functions of officers, the Board of Directors may at any time by resolution duly adopted and entered upon its minutes clarify or supplement the duties and functions of any officer; and may establish new official positions, prescribe the duties and functions thereof and elect persons to serve therein.

ARTICLE V.

Finance

1. The funds of the Corporation shall be deposited in commercial banks and/or trust companies and shall be withdrawn only in a manner prescribed by the Board of Directors in actions taken pursuant to Article VI of these Bylaws.

2. The funds of the Corporation may be invested as authorized by the State of Louisiana.

ARTICLE VI.

Official Signatures

1. Subscriber contracts issued by the Corporation shall be signed by the President or Secretary, or both, provided such signature or signatures may be affixed by a signature machine or otherwise.

2. All checks, drafts and other orders for payment of money shall be signed on behalf of the Corporation by such officer or officers as the Board of Directors may by resolution duly adopted and spread upon its minutes from time to time designate and empower. Provided, whenever so provided by a signatory resolution, any signature to a check, draft or other order for the payment of money may be affixed by signature machine or otherwise.

3. All contracts and other documents in writing to be executed by the Corporation shall be signed on its behalf by the President, a Vice President, or by other management personnel as authorized by policies approved by the President. The Board of Directors may in specific instances authorize any officer or officers to sign on behalf of the Corporation documents of any sort which it has approved for execution by the Corporation.

ARTICLE VII. Indemnification

1. To the extent that a director, officer, employee or agent of the Corporation has been wholly successful on the merits or otherwise in defense of any action, suit or proceeding to which he is a party because he was a director or officer of the Corporation, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

2. The Corporation shall indemnify any person who was or is party or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right 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, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture 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, with due care, 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; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. 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 or with due care, 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 this conduct was unlawful. The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the Voting Members.

3. The expenses incurred in defending an action, suit or proceeding for which indemnification is available shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner in Paragraph (2) above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

4. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

5. The Corporation shall procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, and may procure such insurance for any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise, against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether the Corporation would have the power to indemnify him against such liability under this Article VII.

ARTICLE VIII.

Amendments

Amendments or modifications to these Bylaws may be adopted by vote of at least two-thirds (2/3) of the **Voting Members present in person** or by proxy and voting at any annual or special meeting of the Voting Members of the Corporation, or by the Board of Directors at any regular or special meeting of the Board of Directors by vote of at least two-thirds (2/3) of the total number of directors. Any amendment or modification to the Bylaws by the Board of Directors shall be approved in its substantial final form prior to its adoption by a majority of the total number of directors and may not be adopted until the next regular meeting of the directors of the Board following the meeting at which the amendment or modification was so approved.

Adopted 5/21/19