

**BYLAWS  
INTEGRIS GROUP INCORPORATED**

**ARTICLE I.  
NAME AND OFFICES**

Section 1. **NAME.** The name of this organization is “INTEGRIS GROUP INCORPORATED” and it shall be referred to in these Bylaws as the "Company".

Section 2. **PRINCIPAL OFFICE.** The principal office of the Company shall be located at such address within the State of Connecticut as may be established from time to time by the Board of Directors.

Section 3. **OTHER OFFICES.** Branch or subordinate offices may be established by the Board of Directors from time to time at any place or places within or without the State of Connecticut.

**ARTICLE II.  
MEMBERSHIP**

Section 1. **ELIGIBILITY.** Those eligible to be members shall be:

- (a) Any natural person (an “individual”) who is licensed to practice medicine, surgery or dentistry, or any other classes of licensed healthcare providers and healthcare institutions, that are deemed by the Company to be desirable risks for purposes of the insurance afforded by the stock insurer subsidiary (the “Stock Insurer”) in any states where the Stock Insurer is authorized to conduct business, including individuals who have separate insurance limits as set forth by individual on a group policy endorsement or the like.
- (b) Any partnership, association, professional corporation, limited liability company, limited liability partnership, or other form of legal entity, of which (i) more than fifty percent (50%) of individual owners, associates and employees practicing medicine, surgery or dentistry on a full- or part-time basis through such entity are members of the Company, and (ii) all of its owners, associates and employees, and the entity itself, are deemed by the Stock Insurer to be desirable risks for purposes of the insurance afforded by the Stock Insurer. Any entity member (i.e. non-individual) shall be a non-voting member.

Section 2. **ACCEPTANCE FOR MEMBERSHIP.** An eligible individual or entity may become a member of the Company by:

- (a) Applying for insurance offered by the Stock Insurer and having such application accepted by the Stock Insurer; and
- ~~(b) —~~ Paying the applicable premium for such insurance;

~~(e)(b) Making such surplus contribution(s) to the Stock Insurer as may be determined necessary by the Board of Directors from time to time.~~

Section 3. **TERM OF MEMBERSHIP AND TERMINATION.** The effective date of membership in the Company shall be the date on which the policy of insurance issued by the Stock Insurer becomes effective. Membership in the Company shall terminate automatically upon:

- (a) Cancellation, non-renewal or other termination of insurance coverage issued to the member by the Stock Insurer;
- (b) Revocation, suspension or surrender of the member's license to practice medicine, surgery or dentistry, or other healthcare provider license;
- (c) Removal of the member's principal practice from a state where the Stock Insurer is authorized to do business;
- (d) Breach of any obligation imposed upon the member by these Bylaws as they may be amended from time to time;
- (e) With regard to the membership of an individual member, the death of such member;
- (f) With regard to the membership of an entity that is a member, the dissolution or termination of such entity; or
- (g) Failure to pay when due any premium for, or breach of any obligation of the member under, a policy or policies of insurance issued by the Stock Insurer to the member.

Any terminated member may be reinstated by action of the Board of Directors of the Company upon such terms and conditions, including the payment of additional fees or insurance premiums, as the Board of Directors, in its discretion, may from time to time require. Any reinstatement shall be at the sole discretion of the Board of Directors and the Board shall have no obligation to reinstate a terminated member. Notwithstanding any termination of membership, a policy of insurance shall remain in force or shall terminate according to the terms and conditions of such policy.

### **ARTICLE III. BOARD OF DIRECTORS, THEIR ELECTION, TERMS AND POWERS**

Section 1. **NUMBER AND ELIGIBILITY.**

- (a) **Number of Directors.** The Board of Directors shall consist of not less than eight (8) members and such additional number of directors as may be recommended by the Executive Committee from time to time and fixed by action of the Board, provided however that at all times a majority of members shall be physicians (M.D. or D.O.).
- (b) **Eligibility.** Subject to the provisions of subparagraph (c), all physician members shall be in active practice and voting members of the Company.

- (c) **Emeritus Directors.** A director who ceases to be in active practice during his/her term may become an Emeritus Director. An Emeritus Director shall continue to serve on the Board for the duration of the term to which he/she was elected and, at the end of such term, may be elected to one additional term as an Emeritus Director. An Emeritus Director shall have the powers and duties of a Director and shall be subject to the provisions of Sections 2 through 9 of this Article. For purposes of these Bylaws, an Emeritus Director shall be deemed to be in active practice and a voting member of the Company. Notwithstanding the provisions of this subparagraph, however, a majority of the Board of Directors shall at all times consist of non-Emeritus Director physicians who are in active practice and who are voting members of the Company.
- (d) **Age Restriction.** No Director or Emeritus Director shall be nominated or elected for a term that extends, or otherwise serve, beyond the date of the Annual Meeting immediately following the attainment of his/her 75<sup>th</sup> birthday.

Section 2. **ELECTION.** Directors standing for election by the members shall be elected at each annual meeting of members by a majority vote of the members present in person or by proxy at said meeting. Nominations for members of the Board of Directors shall be made as follows:

- (a) The Governance Committee shall initially propose to the Board of Directors nominations for directors standing for election.
- (b) In addition, Members may file with the Company nominations for Directors standing for election provided that such nominations are in writing, are signed by at least twenty percent (20%) of the members having the right to vote for Directors, and are filed at least thirty-five (35) days prior to said meeting.

Section 3. **TERM.** The Board of Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The terms of each of the three (3) classes of Directors shall expire in successive years. At each annual meeting of members, Directors equal to the number of Directors whose terms expire at the time of such meeting shall be elected. Each Director shall be elected for a term of three (3) years and shall hold office until a successor has been elected and qualified.

Section 4. **VACANCIES.** Any vacancy on the Board of Directors, including a vacancy created by an increase in the size of the Board of Directors, shall be filled by a person recommended by the Executive Committee and elected by a majority vote of the remaining Directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his/her predecessor in office, or, in the case of new directorships created by the Board of Directors under this subparagraph, until the next annual meeting of members.

Section 5. **POWERS.** The Board of Directors shall have general supervision over the affairs, finances, activities and property of the Company, and shall have the duty and the power to take all action necessary or desirable for the proper management, transaction and conduct of the business and affairs of the Company.

## Section 6. COMMITTEES.

- (a) **Committees of the Board.** There shall be an Executive Committee and the following standing Committees: Finance and Audit Committee, Claims Committee, Underwriting Committee, Business Development Committee, Loss Prevention Committee, Compensation Committee and Governance Committee. The Board may also create such additional Committees from time to time as it deems necessary for the conduct of the Company's business.
- (b) **Committee Membership.** The membership of all Committees shall consist of members of the Board. The members and chairpersons of all Committees except the Executive Committee and the Governance Committee shall be proposed annually by the Governance Committee and elected by the Board. The members and Chairperson of the Executive Committee shall be determined in accordance with Section 7 below of this Article III. The members and the chairperson of the Governance Committee shall be proposed annually by the Executive Committee and elected by the Board. For Committees other than the Executive Committee and the Governance Committee, the Board may also appoint advisory members for such Committees who are not members of the Board provided, however, that (i) such advisory members shall not be counted in determining the presence of a quorum of any such Committee; and (ii) to the extent such advisory members are permitted to vote on actions of such Committee, such votes shall be advisory in nature only.
- (c) **Terms of Chairpersons.** No Committee Chairperson shall serve for a period of more than six (6) consecutive years as such chairperson, other than the Executive Committee Chairperson who may serve in such capacity for up to a total of ten (10) years, which may or may not be consecutive.
- (d) **Other Provisions.** The Board shall approve the Charters for each Committee, describing their scope of responsibility and such other policies as the Board deems appropriate. A quorum at any meeting of such Committee shall consist of a majority of the Committee's members. Each Committee shall act by majority vote of the members of the Committee.

Section 7. **EXECUTIVE COMMITTEE.** The membership of the Executive Committee shall consist of the President, who shall be the Chairperson of the Executive Committee, the Vice President, the Secretary, and the Chairpersons of the Finance and Audit, Claims, Underwriting, Business Development, Governance, Compensation and Loss Prevention Committees. The terms of the members of the Executive Committee shall run for one year. A quorum at any meeting of such Executive Committee shall consist of a majority of the Committee's members. The Executive Committee shall have full power to act for the Board during the interim between the meetings of the Board, by the vote of a majority of the Committee's members, but shall have no power to amend these Bylaws, to appoint members to the Board or the Executive Committee, or to take any action contemplated by Article VIII or Article IX hereof. Any actions taken by the Executive Committee shall be duly reported to the Board at the next regular Board Meeting.

Section 8. **COMPENSATION.** Members of the Board of Directors and members of standing and other committees shall receive such expense reimbursement and compensation as may be set by the

Board for attending meetings of the Board or a Committee of the Board. Members of the Board of Directors or any Committee may also receive such additional expense reimbursement and compensation for their services on behalf of the Company as the Board of Directors may approve.

Section 9. **REMOVAL.** A member of the Board of Directors may be removed only for cause or good reason, at any regular or special meeting of the Board of Directors, by the affirmative vote of Directors holding two-thirds (2/3rds) of the directorships. "For cause or good reason" includes (i) a failure to perform the duties as a director, including the duties of loyalty and duty of care, (ii) breach of any fiduciary duties owed to the Company and its members, (iii) failure to follow Company policies applicable to directors or members, (iv) failure to attend at least 50% or more of the Board meetings (including the annual meeting of the Board, regular meetings and special meetings, if any), during any consecutive twelve (12) month period, (v) disability of a director for a continuous period of more than one hundred twenty (120) days that prevents such director from performing the duties of a director, (vi) termination of such director as a member, or (vii) such other set of circumstances that the Board determines constitutes "for cause or good reason". A member of any Committee of the Board of Directors may be removed from the Committee with or without cause, at any regular or special meeting of the Board of Directors, by the affirmative vote of Directors holding the majority of the directorships. Removal from the Board shall automatically constitute removal from all Committees. The notice of any such meeting shall state that such removal from the Board or any Committee is to be considered.

#### **ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. **ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held following the annual meeting of the members of the Company, at a place designated by the President, provided that such meeting is held during the first half of the calendar year.

Section 2. **REGULAR MEETINGS.** Regular meetings shall be held at least quarterly (other than the quarter in which the annual meeting of the Board of Directors is held) at such times and places as may be designated by the President. Notice of regular meetings shall state the time and place thereof and shall be given to each Director at least twenty (20) days prior thereto.

Section 3. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President in his/her discretion and shall be called by the President upon the written request of a majority of the total number of Directors. Notice of special meetings of the Board of Directors stating the time, place and purpose thereof shall be given to each Director at least five (5) days prior thereto, or on such shorter notice as may be required in extraordinary circumstances.

Section 4. **QUORUM AND VOTING.** A majority of the total number of Directors shall constitute a quorum, but a lesser number may adjourn to another time. A majority vote of the Directors present and voting at any meeting at which a quorum is present shall govern any proceeding not herein or by law requiring a different vote.

Section 5. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken under these Bylaws by the Board of Directors or by any Committee of the Board may be taken without a

meeting if all of the members of the Board or of the Committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors or of the Committee, as the case may be.

Section 6. **TELEPHONE CONFERENCE MEETINGS.** Any or all members of the Board of Directors or a Committee of the Board may participate in a meeting of the Board or such Committee by means of conference telephone or similar communications equipment enabling all directors participating in the meeting to hear one another, and participation in this manner shall constitute presence in person at such meeting. The procedural rules governing such meeting (such as notice, quorum and voting requirements) shall be the same as if all Directors participating in the meeting had attended in person.

Section 7. **WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors or any Committee thereof, however called and noticed or wherever held, shall be as valid as though accomplished at a meeting duly held after regular call and notice, if a quorum be present and if at any time before or after the meeting each of the Directors signs a written waiver of notice, a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the minutes of the meeting. The attendance of any Director at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a written waiver of notice of such meeting.

## **ARTICLE V. OFFICERS, THEIR ELECTION, TERMS AND POWERS**

Section 1. **OFFICERS.** The officers of the Company shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board may determine from time to time.

Section 2. **ELECTION.** All officers shall be proposed by the Governance Committee and elected at the annual meeting of the Board of Directors by a majority vote of the Directors present at said meeting, to serve until the next annual meeting of the Board and until their successors are elected and qualified. Any office becoming vacant may be filled for the unexpired term by the majority vote of the Directors present at any meeting. The President, the Vice President, the Secretary, and the Treasurer shall be members of the Board and shall cease holding office upon ceasing to be members of the Board. Any officer may be removed at any time, with or without cause, upon the affirmative vote of the majority of the total number of Directors. No Director shall serve as President for a period of more than ten (10) years.

Section 3. **DUTIES OF THE PRESIDENT AND VICE PRESIDENT.** The President shall preside at all meetings of the members and the Board of Directors, and shall perform the usual duties incident to that office. The Vice President shall preside in the absence or the disability of the President, and shall perform the usual duties incident to that office.

Section 4. **DUTIES OF THE SECRETARY.** The Secretary (or its designee) shall keep accurate minutes of all meetings of the members and of all meetings of the Board of Directors. The Secretary shall give (or cause to be given) notice of all meetings requiring notice, and shall perform all other usual duties incident to this office.

Section 5. **DUTIES OF THE TREASURER.** The Treasurer shall be the Chairperson of the Finance and Audit Committee and shall be responsible for (a) informing the Board regarding investment, pension, budget and property management, (b) the Company's Chief Financial Officer keeping the fiscal records of the Company, (c) making financial reports to the Board and the members, and (d) all other financial duties assigned by the Board of Directors.

Section 6. **COMPENSATION.** Officers of the Company shall receive such compensation for serving as such as is set by the Board of Directors.

## **ARTICLE VI. MEMBERS' MEETINGS**

Section 1. **ANNUAL MEETINGS.** All annual meetings shall be held at the principal office of the Company, or at a place designated by the Board of Directors, at such time as the Board of Directors shall determine. Written notice of the date, time and place of the annual meeting shall be given to all members at least ten (10) days prior to the meeting.

Section 2. **SPECIAL MEETINGS.** Special meetings of the members may be called by the President and shall be called by him/her within fifteen (15) days of the receipt of (a) the written request of a majority of the Directors then in office or (b) the written request of at least ten percent (10%) of the members of the Company stating the purpose for which such meeting is to occur, or if the President fails to timely call such meeting, the persons making such requests may then call such meeting. Written notices of special meetings, stating time, place and purpose, shall be given by the Company to each member at such member's address as the same appears on record in the office of the Company at least ten (10) days prior to the date of the meeting, and business not stated in the notice shall not be transacted at such special meetings. In the case of a meeting called pursuant to clause (b) of the first sentence of this Section 2, the members of the Company present at such meeting and eligible to vote shall elect from their number an individual to act as Chairperson of such meeting and any adjournments thereof.

Section 3. **QUORUM REQUIREMENTS AND VOTING.** Twenty percent (20%) of the number of individual members represented in person or by proxy shall constitute a quorum for the transaction of business at any meeting of members, but a lesser number may adjourn to another time. A majority vote of the individual members present in person or by proxy at a meeting at which a quorum is present shall govern any proceeding not herein or by law requiring a different vote. Members shall be entitled to vote on all matters required by applicable law, including on fundamental corporate transactions for which a membership vote is required by the Connecticut Revised Nonstock Corporation Act, or by applicable insurance laws and regulations. At all meetings of members, each individual member shall be entitled to one vote, either in person or by proxy. Entity members shall not be entitled to vote. Proxies must be in writing and filed with the Company at least three (3) days prior to the date of the meeting at which such proxy is to be voted. Proxies may be granted to an officer of the Company, an individual member, or a partner, a manager or an officer of an entity member.

**ARTICLE VII.  
NONASSESSABILITY**

A member shall not be liable to other members or to the Company for the payment of losses or expenses of the Company beyond payment of premiums for insurance issued by the Stock Insurer to such member, except as otherwise required by law.

**ARTICLE VIII.  
INDEMNIFICATION**

Section 1. **SCOPE OF INDEMNIFICATION.** The Company shall indemnify its incorporators and past, present and future members of the Board of Directors and Committees, chairpersons, officers, employees and agents (and other executors, administrators or other legal representatives), to the maximum extent allowed by law, against all reasonable expenses, including without limitation attorneys' fees, incurred by them in defending claims made or suits or proceedings brought against them (whether civil, administrative or investigative), as incorporators, Directors, Committee members, chairpersons, officers, employees or agents of the Company, and against all liability resulting from such claims, suits or proceedings including, without limitation, judgments, fines, penalties and amounts paid in settlement. In addition, the Company shall indemnify any person to the maximum extent and in the manner such person would be entitled to indemnification by a domestic mutual insurance company under Section 38a-62 of the Connecticut General Statutes, as the same may be amended or replaced from time to time.

Section 2. **INSURANCE.** The Company may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a Director, trustee, officer, employee or agent of any corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him/her or incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Company would have the power to indemnify him/her against such liability under the provisions of this Article VIII, or of applicable law.

**ARTICLE IX.  
MANAGEMENT AGREEMENT**

The Company may from time to time enter into contracts pursuant to which a person or firm is retained to oversee a substantial portion of the Company's operations. All such contracts shall be approved, and may be terminated in accordance with their terms, by a majority vote of the total number of Directors.

**ARTICLE X.  
AMENDMENTS**

Section 1. **BY THE DIRECTORS.** These Bylaws may be amended by the Board of Directors at any regular or special meeting thereof by a two-thirds vote of the total number of Directors. Written notice of all amendments to the Bylaws made by the Board of Directors shall be given to all members by the Company no later than the date of the notice of the next annual meeting of members.

Section 2. **BY THE MEMBERS.** These Bylaws may also be amended at any regular or special meeting of the members duly noticed for that purpose upon a majority vote of the members voting. The Board of Directors may not amend any Bylaw adopted by the members under this Section for a period of three (3) years beginning on the date such Bylaw was adopted.

Section 3. **NO IMPAIRMENT OF EXISTING CONTRACTS.** No amendment of these Bylaws shall impair the rights of any member or third party under a contract entered into with the Company which was authorized by the provisions of the Bylaws in force at the time of the execution of such contract.

**ARTICLE XI.  
NOTICES**

All notices to members shall be in writing and may be communicated by mail, private courier, confirmed facsimile transmission, email or other electronic means. Written notice properly addressed to the member's address (including electronic) shown in the Company's current records is effective (a) upon deposit in the mail or with a private courier, or (b) upon confirmed transmission if sent by facsimile or other electronic means.