

BYLAWS
OF
ALPS PROPERTY & CASUALTY INSURANCE COMPANY
FORMERLY KNOWN AS
ATTORNEYS LIABILITY PROTECTION SOCIETY, INC., A RISK RETENTION GROUP

ARTICLE 1
OFFICES

1.1 Business Office. The corporation's principal business office will be located in Missoula, Montana. The Board may change the location of the corporation's principal business office from time to time within Missoula, Montana. The corporation may have other business offices that the Board may designate, either within or outside the State of Montana.

1.2 Registered Office. The corporation's registered office will be located within the State of Montana. The location of the registered office may be, but need not be, identical with that of the corporation's principal business office.

ARTICLE 2
SHAREHOLDERS

2.1 [Deleted by Board Action to be effective June 1, 2016].

2.2 Annual Shareholders' Meeting. The corporation will convene and hold a shareholders' meeting on or before June 30 of each calendar year, at a time and date that the Board will determine and fix. If the Board fails to fix the time and date of the meeting, the CEO will fix such time and date. At the annual meeting the shareholders will elect directors and transact any other business that may come before the meeting. If the shareholders do not elect directors at the annual meeting or at any continuation of the meeting after adjournment, the Board will cause the shareholders to elect directors at a special shareholders' meeting to be held as soon as possible thereafter.

2.3 Special Shareholders' Meetings. The corporation will hold a special meeting of shareholders upon the call of the Board, the CEO of the corporation, or those shareholders representing at least ten percent (10%) of all the votes entitled to be cast on any issue proposed to be considered at the meeting. The corporation will provide notice of the date, time and place of the special meeting to those shareholders that are entitled to vote. A special shareholders' meeting may be held for any purpose or purposes specified in the notice to the shareholders. The business conducted at the special shareholders' meeting will be limited to the specified purpose(s).

2.4 Place of Shareholders' Meeting. The corporation must hold any annual or special shareholders' meeting in the city or town of its principal office or place of business within the state of Montana.

2.5 Notice of Shareholders' Meeting. At the direction of the Board, CEO or those shareholders entitled to vote requesting the meeting, the Secretary of the corporation will provide shareholders with notice of each annual or special shareholders' meeting, as follows:

(a) Shareholders Entitled to Notice. The corporation must give notice of an annual or special shareholders' meeting to each shareholder of record entitled to vote at the meeting.

(b) Time of Notice. Notice of each annual shareholders' meeting must be given to each shareholder not less than twenty (20) days before the meeting date. Notice of each special shareholders' meeting must be given to each shareholder not less than ten (10) days before the meeting date. In no event will notice of an annual or special shareholders' meeting be given more than sixty (60) days before the meeting date.

(c) Contents of Notice. Notice of each annual or special shareholders' meeting will state the date, time and meeting place. Notice of a special shareholders' meeting must also include a description of the purpose(s) for which the special meeting is called.

(d) Form of Notice. Notice of each annual or special shareholders' meeting must be in writing or other tangible form of communication, unless oral notice is reasonable under the circumstances.

(e) Manner of Notice Delivery. Notice of each annual or special shareholders' meeting may be communicated by mail or by private carrier. Notice also may be communicated by telephone, telegraph, teletype, facsimile, e-mail via the Internet, or any other form of wire or wireless communication. If any of the foregoing methods of personal notice are not feasible, then notice may be communicated by a newspaper of general circulation in the area in which it is published, or by radio, television or other form of public broadcast communication.

(f) Adjourned Meeting. If the shareholders adjourn any shareholders' meeting to a different date, time or place, and such information is announced at the meeting before adjournment, then the Secretary need not give notice of the new date, time and place. However, if the Board fixes or must fix a new record date for the adjourned meeting, then the Secretary must give to the shareholders as of the new record date a notice in accordance with the requirements of this Section (Section 2.5).

(g) Effective Date of Notice. Oral notice of a shareholders' meeting is effective when communicated, if communicated in an understandable manner. If written notice of a shareholders' meeting is deposited in the United States Mail, postage prepaid and addressed to each shareholder's address shown in the corporation's current list of shareholders, then written notice is effective when mailed. In all other instances, any notice communicated in writing or other tangible form of communication is effective at the earliest of the following:

- (1) when the shareholder receives the notice;
- (2) five days after the notice is deposited in the United States Mail, as evidenced by the postmark, if mailed postpaid with correct postage; or
- (3) on the date shown on the return receipt, if sent by certified mail, return receipt requested and the receipt is signed by or on behalf of the addressee.

(h) Waiver of Notice. A shareholder entitled to receive notice of a shareholders' meeting may waive such notice either before or after the date and time of the meeting. In order to be effective, a shareholder's waiver of notice must be in writing signed by the shareholder entitled to the notice, and must be delivered to for inclusion in the minutes or filing with the Corporate records. A shareholder's attendance at a meeting:

- (1) waives the shareholder's right to object to lack of notice or defective notice of the meeting, unless at the beginning of the meeting the shareholder objects to the holding of the meeting or transacting business at the meeting;
- (2) waives the shareholder's right to object to consideration of a particular matter at the meeting on the ground that the matter is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

2.6 Conduct of Shareholders' Meetings. The CEO or his designee will call the shareholders' meeting to order and will act as the chair of the meeting. The chair will establish meeting rules that will facilitate debate and decision. The chair will indicate when shareholders may speak, and when to take votes. The Corporate Secretary will act as the secretary of all shareholder meetings, but in the Secretary's absence the presiding officer may appoint any other person to act as the secretary of the meeting. Business at a shareholders' meeting will be conducted in the following order: (i) call to order; (ii) reading of the prior minutes; (iii) report of officers; (iv) election of directors (if it is a purpose of the meeting); (v) unfinished business from prior meetings; (vi) new business; and (vii) adjournment.

2.7 Fixing of Record Date. The Board may fix in advance a record date to determine those shareholders of record as of that date that are entitled to receive notice of a shareholders' meeting. In no event will the record date so fixed be more than 70 days before the meeting or action requiring a determination of shareholders. The CEO may fix any record date if the Board fails to fix such record date at least 60 days before the meeting or action.

(a) If No Record Date is Fixed. If the Board and the CEO fail to fix a record date for any purpose described in this Section, then the record date will be fixed as of the close of the corporation's business day upon which occurs any of the following:

- (1) with respect to an annual shareholders' meeting or any special shareholders' meeting properly called, the day before the Corporate Secretary delivers the first notice to the shareholders.

(2) with respect to a special shareholders' meeting demanded by the shareholders, the date the first shareholder signs the demand;

(3) with respect to a dividend payment, the date the Board authorizes the dividend;

(4) with respect to actions taken without a meeting pursuant to these Bylaws, the date the first shareholder signs a written consent;

(5) with respect to a distribution to shareholders, the date the Board authorizes the distribution.

(b) Fixed Record Date for Adjournment of Meeting. A fixed record date will be effective for any adjournment of a meeting, unless the Board or CEO fixes a new record date, which the Board or CEO must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

2.8 Shareholder Quorum and Voting Requirements. A majority of the shares eligible to vote at a meeting of the shareholders present in person or by proxy at such meeting will constitute a quorum of the shareholders for action on any matter taken at such meeting. Once a share is represented for any purpose at a meeting, it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of the meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required under the MBCA or these Bylaws.

2.9 Proxies. A shareholder may vote in person or by proxy. The shareholder will make a proxy appointment in writing and file it with the corporate Secretary before the matter is voted upon at the meeting. No proxy will be valid after eleven months from the date it was made, unless the proxy appointment provides otherwise. A shareholder may not sell its vote, nor issue to any person, for any sum of money or anything of value, a proxy to vote.

2.10 Voting Entitlement. Unless otherwise required by applicable law, only holders of the corporation's stock will be entitled to vote at any shareholders' meeting. Each such shareholder will possess one vote per share upon each matter submitted to a vote at a shareholders' meeting.

2.11 The Corporation's Acceptance of Votes. If the name signed on a vote, consent, waiver or proxy appointment corresponds to the name of a shareholder, the corporation is entitled to accept in good faith such vote, consent, waiver or proxy appointment and give it effect as the shareholder's act. If the name signed on a vote, consent, waiver or proxy appointment does not correspond to the shareholder's name, the corporation nevertheless is entitled to accept in good faith such vote, consent, waiver or proxy appointment and give it effect as the shareholder's act if:

(a) the shareholder is an entity as defined in the MBCA and the name signed purports to be that of an officer or agent of the entity;

(b) the name signed purports to be that of an administrator, executor, guardian or conservator representing the shareholder, and the corporation has been given evidence of fiduciary status and the vote, consent, waiver or proxy appointment;

(c) the name signed purports to be that of the shareholder's receiver or trustee in bankruptcy, and the corporation has been given acceptable evidence of this status and the vote, consent, waiver or proxy appointment;

(d) the name signed purports to be that of the shareholder's pledgee, beneficial owner, or attorney-in-fact, and the corporation has been given acceptable evidence of the signatory's authority to sign for the shareholder and the vote, consent, waiver or proxy appointment;

(e) two or more persons are the shareholder as co-tenants or fiduciaries, and the name signed purports to be the name of at least one of the co-owners and the person signing appears to be acting on behalf of all the co-owners.

The corporation is entitled to reject a vote, consent, waiver or proxy appointment if the Secretary or other officer or agent authorized to tabulate votes has a reasonable, good faith basis to doubt the signature's validity or the signatory's authority to sign for the shareholder. If the corporation and its officer or agent in good faith, and in accordance with the standards of this section, accepts or rejects a vote, consent, waiver or proxy appointment, then the corporation and said officer or agent are not liable in damages to the shareholder for the consequences of the acceptance or rejection. Corporate action based upon the acceptance or rejection of a vote, consent, waiver or proxy appointment under this Section is valid unless a court of competent jurisdiction determines otherwise.

2.12 Shareholder Action without Meeting. Actions that shareholders must or may take at a shareholders' meeting may be taken without a meeting if all shareholders entitled to vote thereon take the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, and delivered to the corporation for inclusion in the minutes or filing with the Corporate records. A consent under this Section has the effect of a meeting vote and may be described as a vote in any document. The record date for determining the shareholders entitled to take action without a meeting will be the first date upon which the first shareholder signs the consent to take action without a meeting.

2.13 Voting for Directors -- Elimination of Cumulative Voting. The right of shareholders to cumulate their votes at each election for directors is hereby denied and eliminated as allowed under MCA § 35-1-531(3). At each election for directors, each shareholder entitled to vote at the election will have as many votes as the number of shares of capital stock owned by the shareholder.

ARTICLE 3
BOARD OF DIRECTORS

3.1 General Powers. All Corporate powers will be exercised by or under the authority of the Board, and the business affairs of the corporation will be conducted under the direction of the Board.

3.2 Classes and Number of Directors. The total combined number of directors constituting the Board will be no less than five and no more than twenty-one. The directors may fix or change the number of directors within this range. A majority of the directors shall be shareholders.

3.3 Election and Term of Directors. The shareholders will elect those individuals who will serve as directors. A majority of directors must be shareholders and the CEO of the company will be an *ex officio* member of the Board. If the Board consists of nine or more directors, then the corporation may stagger the terms of the directors by dividing the number of directors into three groups with each group containing as near as possible one-third of the total number of directors. The directors in the first group will be elected at the annual shareholders' meeting commencing in 2002 and will serve a three-year term. The directors in the second group will be elected at the annual shareholders' meeting commencing in 2003 and will serve a three-year term. The directors in the third group will be elected at the annual shareholders' meeting commencing in 2004 and will serve a three-year term. At each annual shareholders' meeting thereafter, directors will be elected to serve for a term of three years to succeed the group of directors whose terms expire in that year. A director will hold office until the director's term expires or until the director dies, resigns or is removed. However, if the director's term expires, the director will continue to serve until the shareholders have elected and qualified a successor or until there is a decrease in the number of directors. If the Board consists of fewer than nine directors, each director will serve a term of one year and will be elected annually at the shareholders' annual meeting.

3.4 Regular Meetings of the Board of Directors. The Board will hold a regular annual meeting, and will determine and fix a time and place for the meeting. The Board may provide by resolution for the date, time and place of additional regular meetings. The regular annual meeting and other regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting.

3.5 Special Meetings of the Board of Directors. The CEO or a majority of the Board may call or request a special meeting of the Board at any time. Unless a majority of the Board otherwise determines and agrees upon an alternative meeting place, a special meeting of the Board will be held at the corporation's principal business office.

3.6 Board of Directors Meetings by Conference Telephone. A director may participate in a regular or special meeting of the Board or any committee thereof by conference telephone or other means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting. The CEO or other person responsible for calling such meeting will provide written instructions for participating in the

meeting via conference telephone or other means of communication. A director participating in a meeting via conference telephone or other means of communication authorized under this Section will be deemed present in person at the meeting.

3.7 Notice of Special Meetings of Board of Directors. The corporate Secretary will give either oral or written notice of any special Board meeting at least two days before the meeting. The notice will include the date, time and meeting place, but the notice need not specify the purpose of or business to be transacted during the meeting. Notice of any Board meeting will be deemed to be effective on the date that is the earlier of: (i) the date the notice is received, if communicated orally; (ii) three days after the notice is deposited in the United States Mail, postage prepaid and addressed to the director's address; or (iii) the date the notice is sent to the director via facsimile, e-mail via the Internet, or other electronic medium.

3.8 Waiver of Notice. A director may waive any notice required by the MBCA or these Bylaws either before or after the date and time to be stated in the notice. The waiver must be in writing and signed by the director entitled to the notice, and must be filed with the minutes or corporate records. A director's attendance at a meeting waives the director's right to object to lack of meeting notice or defective meeting notice, unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

3.9 Director Quorum Requirement. A majority of the number of directors will constitute a quorum for the transaction of business at any board meeting. A quorum of directors must be present before the Board may take action on any matter.

3.10 Board of Directors Voting Requirement. The act of a majority of the directors present at a meeting at which a quorum is present when the vote is taken will be the act of the Board. The corporation will deem a director to have assented to any action taken at a Board meeting if the director is present at the Board meeting or a committee meeting, unless: (i) the director objects at the beginning of the meeting (or promptly upon arrival) to holding or transacting business at the meeting; or (ii) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the director delivers written notice of dissent or abstention to the meeting's presiding officer before its adjournment or to the corporation immediately after adjournment of the meeting. The right to dissent or abstain is not available to a director who votes in favor of the action taken.

3.11 Conduct of Board of Directors Meetings. The Board may designate and appoint one person to serve as the chair of the Board meeting. The chair will preside over the meeting and establish rules of the meeting that will freely facilitate debate, discussion and decision. The chair will indicate who may speak and when to take a vote. The corporate Secretary will act as the secretary of all meetings of the directors, but in the Secretary's absence the presiding officer may appoint any other person to act as the secretary of the meeting.

3.12 Board Action without a Meeting. Any required or permitted action at a regular or special Board meeting may be taken without a meeting if all directors agree to and take the action, provided that: (i) such action is evidenced by a written consent describing the action

taken and signed by each director; and (ii) such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken without a meeting under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referenced in any document as a meeting vote.

3.13 Resignation of Directors. A director may resign at any time by delivering written notice to the Board, its chair, or to the corporation. Unless otherwise specified therein, such resignation will take effect upon delivery.

3.14 Removal of Directors. The shareholders may remove one or more directors at a meeting called for that purpose if the Secretary has given notice to all shareholders entitled to vote. The removal may be with or without cause. If fewer than all of the Directors are to be removed, there must be an affirmative vote of at least two-thirds of the number of votes present in person or by proxy during the meeting in which the issue of such removal is subject to vote. Removal of the entire Board may occur only by the affirmative vote of two-thirds of all of the shares that are entitled to vote.

3.15 Vacancies on the Board of Directors. If there is a vacancy on the Board, including a vacancy resulting from an increase in the number of directors, the Board will have the authority to appoint a person to fill the vacancy. If the directors remaining in office constitute fewer than a quorum of the Board, the remaining directors may fill the vacancy by an affirmative vote of a majority of all directors remaining in office. If the Board appoints a director to fill a vacancy, the newly appointed director will serve the remaining, unexpired term established for that director position. If the director's term expires prior to the next shareholders' meeting to elect directors, the director will continue to serve until the shareholders elect and qualify a successor or until there is a decrease in the number of directors.

3.16 Board Committees. The Board may create one or more committees, including an executive committee, and appoint directors of the Board to serve on such committees. Each committee must have two or more directors who serve at the Board's discretion.

(a) **Selection of members.** To create a committee and appoint its members, the Board must acquire approval by the greater of: (i) a majority of all the directors in office when the action is taken; or (ii) the number of directors required under the Bylaws for the Board to take action.

(b) **Required procedures.** The procedures specified in these Bylaws governing meetings, action without meetings, notice and waiver of notice, quorum and voting requirements, and Board conduct also will apply to committees and their members. A committee will be subject to all procedural rules governing the Board's operation.

(c) **Authority.** Each committee may exercise the specific authority (including appointment of officers) that the Board confers upon the committee by adopting a Board policy. The Executive Committee is authorized to act for the Board between Board meetings except as limited by these Bylaws or by written Board policy. A committee may not:

- (1) Authorize distributions;
- (2) Approve or propose to shareholders an action for which the MBCA requires shareholder approval;
- (3) Fill vacancies on the Board or on any of its committees;
- (4) Amend the Articles of Incorporation;
- (5) Adopt, amend or repeal Bylaws; or
- (6) Approve a plan for merger, conversion or other reorganization.

ARTICLE 4 OFFICERS

4.1 Number of Officers. The corporation's officers will consist of those officers which the Board designates and appoints pursuant to these Bylaws. The Board may appoint a Chief Executive Officer ("CEO"), a Chief Operating Officer ("COO"), President, one or more Vice-Presidents, a Secretary and a Treasurer. The Board may also appoint other officers and assistant officers, as it deems necessary or appropriate. If the Board specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may hold simultaneously more than one corporate office. In its discretion, the Board may leave unfilled, for a period of time as it may determine, any office except those of CEO, President and Secretary. Officers may or may not be directors or shareholders of the corporation.

4.2 Appointment and Term of Office. The officers of the corporation will be designated and appointed annually by the Board at its first meeting held after each annual shareholders' meeting. If the election of officers is not held at that meeting, such election will be held as soon thereafter as may be convenient. Each officer will hold office until: (i) a successor will have been duly elected and will have qualified; (ii) until the officer's death; or (iii) until the officer resigns or has been removed in the manner provided in Section 4.4, below. The designation of a specified term does not grant to the officer any contract rights, and the Board may remove the officer at any time prior to the termination of such term.

4.3 Resignation of Officers. Any officer may resign at any time by delivering to the corporation a written resignation. Unless otherwise specified therein, such resignation will take effect upon delivery.

4.4 Removal of Officers. The Board will have the authority to remove any officer or agent at any time, with or without cause. Such a removal will not prejudice the contract rights, if any, of the person removed. A Board's appointment of an officer or agent will not in itself create contract rights.

4.5 CEO. The CEO shall be the principal executive officer of the corporation. The CEO shall be subject to the Board's control and shall report directly to and be accountable to the Board. The CEO shall control all of the business and affairs of the corporation and shall be responsible for developing and maintaining the corporation's strategic plans, subject to review and approval by the Board. The CEO shall have the authority to take all reasonable actions and make all executive decisions that the CEO determines is reasonable and appropriate to achieve the corporation's strategic plans. The CEO or his designee shall preside at all meetings of the shareholders. The CEO, along with President, Secretary or any other officer of the corporation that the Board has authorized, may sign and issue any deeds, mortgages, bonds, contracts, or other Board-authorized instruments; provided, however, where the Board or these Bylaws expressly delegate to some other corporate officer or agent the signing and execution of an instrument, such delegation shall take precedence.

4.6 President. The President shall be the principal operating and administrative officer of the corporation and shall be responsible to manage and oversee the business operations of the corporation. The President shall be subject to the CEO's control and shall report directly to and be accountable to the CEO and perform such duties as the CEO may delegate to the President from time to time. The President shall assist the CEO in executing and achieving the corporation's strategic plans and shall have the authority, subject to review and approval by the CEO, to take all reasonable actions and make all operational decisions the President determines is reasonable and appropriate to achieve the operational objectives within the corporation's strategic plans. The President, along with the CEO and Secretary or any other officer of the corporation that the Board has authorized, may sign and issue any deeds, mortgages, bonds, contracts, or other Board-authorized instruments; provided, however, where the Board or these Bylaws expressly delegate to some other corporate officer or agent the signing and execution of an instrument, such delegation shall take precedence. If the CEO is absent, dies, or is otherwise unable to perform the duties of CEO, then the President shall perform the CEO's duties until such time as the Board may act to designate and appoint a replacement CEO.

4.7 Vice-President. If the Board appoints an officer as a Vice-President, the Vice-President will perform the President's duties if the President is absent, dies, or is unable to act. If the Vice-President acts in the absence of the President, the Vice-President will have all presidential powers and be subject to all the restrictions upon the President. (If there is no Vice-President, then the Treasurer will perform the presidential duties.) The Vice-President will perform any other duties that the President or Board may assign to the Vice-President.

4.8 Secretary. The Secretary will: (i) create and maintain one or more books for the minutes of the proceedings of the shareholders and of the Board; (ii) prepare and deliver all notices to be given in accordance with these Bylaws or as required by law; (iii) be custodian of the corporate records, and of the corporation's seal if one exists, and if there is a corporate seal, see that it is affixed to all authorized and executed documents; (iv) when requested or required, authenticate any records of the corporation; and (v) generally perform all duties incident to the office of Secretary and any other duties that the President or the Board may assign to the Secretary.

4.9 Treasurer. If the Board appoints a Treasurer, the Treasurer will: (i) have charge and custody of, and be responsible for, all of the corporation's funds and securities; (ii) receive and give receipts for money due and payable to the corporation from any source, and deposit money in the corporation's name in banks, trust companies or other depositories that the Board will select; and (iii) generally perform all of the duties incident to the office of Treasurer and any other duties that the CEO or Board may assign to the Treasurer. The Board may require the Treasurer to give a bond for the faithful performance of the Treasurer's duties and as insurance against the misappropriation of funds. The Board will determine the sum of the bond and any surety or sureties to be affiliated therewith.

4.10 Other Officers. Other officers will perform such duties and have such powers as the Board may assign to them.

4.11 Salaries. The Board will fix from time to time the corporate officers' salaries or other compensation, except that the Board may delegate to the CEO, or to any person or group of persons, the power to fix the salaries or other compensation of any officers, agents or employees of the corporation. No officer will be prevented from receiving any such salary or compensation by reason of the fact that (s)he also is a director of the corporation.

4.12 Bonds. In case the Board will so require, any officer or agent of the corporation will execute for the corporation's benefit a bond in such sums and with such surety or sureties as the Board may direct. The bond will be conditioned upon the officer's or agent's faithful performance of his or her duties to the corporation, including responsibility for negligence and for the accounting for all of the corporation's property, money or securities that may come into his or her hands.

ARTICLE 5 INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

The corporation will indemnify its Directors and Officers, and by action of its Directors, may indemnify its Employees and Agents, against liability incurred by any of them in their capacity as such, to the full extent permitted by and in accordance with the laws of Montana, as amended from time to time. Such indemnification will continue as to a person who has ceased to be a Director, Officer, Employee, or Agent and will inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE 6 CONTRACTS, LOANS, CHECKS, DEPOSITS AND VOTING OF SECURITIES

6.1 Contracts. The Board may authorize any officer(s) or agents(s) to enter into any contract or to execute or deliver any instrument in the name of and on behalf of the corporation. The authorization may be general or specific. In the absence of another designation, the CEO

and the Secretary will execute all corporate deeds, mortgages and instruments of assignment or pledge.

6.2 Loans. The corporation will not allow anyone to contract on its behalf for indebtedness for borrowed money unless the Board authorizes such a contract by resolution. The corporation will not allow anyone to issue evidence of the corporation's indebtedness unless the Board authorizes the issuance by resolution. The authorization may be general or specific.

6.3 Checks, Drafts, etc. The Board will authorize by resolution which officer(s) or agent(s) may sign and issue all the corporation's checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board will also determine by resolution the manner in which these documents will be signed and issued.

6.4 Deposits. The Treasurer of the corporation will deposit all unused corporate funds in banks and other depositories. The Board will authorize by resolution the exact location of the banks and depositories.

6.5 Voting of Securities Owned by the Corporation. Except as the Board may otherwise direct, the CEO or his designee may waive notice of, and appoint any person or persons to act as proxy or attorney in fact for the corporation (with or without power of substitution), at any meeting of shareholders of any other the corporation or organization, the securities of which may be held by this corporation.

ARTICLE 7 CORPORATE RECORDS AND SEAL

7.1 Corporate Records In addition to other reasonable provisions that the Board establishes, the corporation will keep and maintain records as required by the MCBA and the Montana Insurance Code and will make such records available to its shareholders as required by Montana law.

7.2 Corporate Seal. The Board may provide a corporate seal of any type or design approved by the Board. The seal may be a stamp or an impression. If a seal is approved and adopted by the Board, the seal will designate the corporation's name.

ARTICLE 8 EMERGENCY BYLAWS

Unless the Articles of Incorporation provide otherwise, the following provisions will be effective during an emergency that is defined as when a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. During such emergency, the Board may adopt bylaws to be effective only during such emergency which may make all provisions necessary for management of the corporation during such emergency, including but not limited to, procedures for calling a meeting of the Board; quorum requirement for the meeting; and designation of additional or substituted directors.

ARTICLE 9 AMENDMENTS

The Board may amend or repeal all or any portion of these Bylaws, or adopt new Bylaws or restated Bylaws, unless:

- (a) the shareholders adopt, amend or repeal a particular bylaw and expressly provide that the Board may not amend or repeal that bylaw;
- (b) the bylaw adopts or amends the quorum or voting requirement for the shareholders;
- (c) the bylaw changes the range of the size of the Board;
- (d) the bylaw relates to the qualifications, election, terms or compensation of directors; or
- (e) the bylaw relates to the calling or notice of meeting of the shareholders.

In any case described in paragraphs (a), (b), (c), (d) or (e) of this Article, the shareholders must approve the amendment or repeal, and any such amendment or repeal must meet the same quorum requirement and be adopted by the same number of votes required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE 10 FISCAL YEAR

The fiscal year of the corporation will be a twelve-month period ending on December 31 of each calendar year.

ARTICLE 11 DIVIDENDS

The Board may, from time to time, authorize that the corporation apportion and pay or credit dividends to the policyholders and/or Common shareholders, but only out of that part of the corporation's surplus funds which represents net realized savings and net realized earnings in excess of any surplus required under the Montana Insurance Code. A dividend may not be made if, after giving effect to the distribution: (i) the distribution would violate the Montana Insurance Code; (ii) the corporation would not be able to pay its debts as they become due in the usual course of business; or (iii) the corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of the shareholders whose preferential rights are superior to those receiving the distribution. The Board may base a determination that a distribution is not prohibited under this section either on financial statements prepared on the basis of accounting practices and principles that are reasonable in the circumstances or on a fair valuation or other method that is reasonable in the circumstances.

ARTICLE 12 SHARES

12.1 Stock Certificates. The corporation may issue shares with or without Certificates. Within a reasonable time after the issuance or transfer of shares without certificates, and at least annually thereafter, the corporation shall send each shareholder a written statement contained the name of the issuing corporation and that it is organized under the laws of Montana; the name of the person to whom the shares are issued; the number and class of shares and the designation of series if any; and any restriction on the transfer of shares.

12.2 Transfer. Shares may be transferred upon the books of the corporation by the signed written request of the holder, or by the surrender to the corporation of the share certificate properly endorsed by the registered holder and with such proof of authenticity of signature as the Secretary of the corporation may reasonably require. The corporation is entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes.

THESE BYLAWS are adopted to be effective as of June 1, 2016.

Bradley D. Dantic

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Vice President, Secretary & General Counsel