

AMENDED AND RESTATED BYLAWS
OF
VISION SERVICE PLAN

PURPOSE DECLARATION

VISION SERVICE PLAN, a California nonprofit mutual benefit corporation (the “Corporation”), shall have the purposes specified in its Articles of Incorporation, as such may be amended from time to time, and shall have the powers permitted under the California Nonprofit Mutual Benefit Corporation Laws, as such may be amended from time to time, to pursue its purposes. Without limiting the foregoing, the Corporation: shall maintain and operate a voluntary not-for-profit vision care plan; shall arrange and pay for care to subscribers to such plan under contracts which entitle the subscribers to certain eye care; may extend eye care to medically underserved persons, whether or not such persons subscribe to such plan; may provide public education regarding vision and vision care; may extend such services in a manner that benefits the community; and may engage in any and all lawful activities necessary or incidental to pursuing its purposes.

No director, officer, or any private individual shall be entitled to share in the distribution of any corporate assets or in any surplus; such surplus, if any, shall be used by the Corporation to pursue its purposes including without limitation the promotion of social welfare by improving and expanding the services it makes available to its subscriber members and others, provided, however, that the payment of compensation and expenses to an individual, partnership, or organizations for services actually rendered or to be rendered to or on behalf of the Corporation shall not be deemed to be distribution of profit or surplus of the Corporation.

ARTICLE I

Members

1. Membership in this Corporation shall be limited to two classes consisting of Director Members, which class shall also include Public Members, and Participating Members.

(a) Participating Members.

Participating membership in the Corporation and an opportunity to render professional services upon a uniform basis are available to all persons who are licensed to practice optometry in California and who comply with the provisions of Chapter 7, Division 2 of the Business and Professions Code of the State of California and with the Rules and Regulations set forth in Division 15, Title 16, of the California Administrative Code as they now exist or may hereafter be amended, and who comply with this Corporation’s rules and regulations, including, but not limited to, the requirements of its network doctor agreement. This class of members shall be known as “Participating Members.” This class of members shall

also include all licensed optometrists currently serving the Corporation as VSP Ambassadors (formerly known as State Professional Representatives), whether licensed in California or in another state.

(b) Director Members.

All persons who are members of the Board of Directors of the Corporation (the “Board” or “Board of Directors”) by virtue of the office of director shall be director members of the Corporation. This class of members shall be known as “Director Members.”

(c) Public Members.

Individuals who are neither VSP-contracted optometrists, VSP-contracted ophthalmologists, opticians, or other VSP-contracted eye care providers, nor employees of VSP or any of its affiliate organizations, nor any persons who have any significant financial interest in any entity or organization providing services to the Corporation, nor any person who is a spouse of any of the aforementioned individuals, shall be known as “Public Members.”

(d) Voting Rights.

Except as otherwise stated herein, Director Members shall have the right to vote upon all matters, including, but not limited to, the right to vote for dissolution or the election of a director or directors or on a disposition of all or substantially all of the assets of the Corporation or on a merger of the Corporation, and shall have the exclusive right to vote on changes to the Bylaws of the Corporation. Participating Members shall have the right to vote on a dissolution of the Corporation, the conversion of the Corporation to a stock, for-profit Corporation, and the alteration of Article XI of the Articles of Incorporation and shall have no other voting rights. Cumulative voting and voting by proxy are expressly prohibited.

2. All payments for professional services shall be made in accordance with such rates or schedules as may be adopted by the Standing Committee on Public Policy from time to time.

3. Nothing contained in these Bylaws shall be construed to limit the Participating Member, in any way, from charging such fees as may be desired when performing services for a non-subscriber.

4. A meeting of the Participating Members may be called by the Chairperson of the Board, the Board, or by twenty-five percent of the Participating Members. Written notice (by electronic mail or any other form of written notice) of meetings of Participating Members shall be given by the Secretary by not less than ten (10) nor more than ninety (90) days before the date of the meeting. Said notice shall state the place, date and time of meeting and the general nature of the business to be transacted, and no other business may be transacted at the meeting other than that so stated.

5. At meetings of the Participating Members, one-third of the membership shall constitute a quorum.

6. The transaction of business at any meeting of Participating Members, however called or noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if either before or after

the meeting, each of the Participating Members not present in person signs a waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof.

ARTICLE II

Directors

1. **Number of Directors; Director Qualifications; Quorum; Voting.** The number of directors of this Corporation shall be not less than eight (8), nor more than fifteen (15) and a majority of the Director Members shall constitute a quorum at any directors meeting. A majority of the Director Members shall at all times be Participating Members and/or persons who are provider network panel members for one or more of this Corporation's subsidiary companies. The remainder shall be Public Members. Each director shall have one (1) vote on each matter presented to the Board for action. A director shall not vote by proxy. An act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number of votes is required under applicable law.

2. **Director Elections.** The election of directors shall take place at the last meeting of Director Members each year. All newly-elected directors shall take office on January 1st of the year following their election, or such other time as determined by the Director Members. In the event that the number of directors should become less than the minimum required, a special meeting of the Board may be called to elect additional directors. Upon initial election to the Board of Directors, a director shall serve a term of one (1) year. Thereafter directors may be elected for additional one (1) year terms. A director shall serve a maximum of ten (10) years on the Board unless the director is then appointed to serve as an officer of the Board. At its discretion, the Board may make exception to the provisions of this Section 2 of Article II. For purposes of this section, an "officer of the Board" means and includes the Chairperson of the Board, the Vice Chairperson of the Board, and the Immediate Past Chairperson of the Board.

3. **Appointment Powers.** The Board of Directors shall have the power to appoint and remove at their pleasure all officers, agents, employees, and consultants of the Corporation, and shall prescribe their duties and fix their compensation, and may enter into any and all such employment contracts for such periods and for such compensation as may be desired.

4. **Powers of the Board.** The Board of Directors shall have the power to conduct, direct the management of, and control the affairs and business of the Corporation, and to make rules not in violation of the laws to which the Corporation is subject and of which the Board of Directors is aware through the exercise of reasonable care, for the guidance of the officers and the management of the affairs of the Corporation. The Board of Directors shall have the power to cause the Corporation to exercise any or all of its powers referenced in the Purpose Declaration of these Bylaws, including, without limitation, the power to cause the Corporation to incur indebtedness, the terms and amount of which shall be entered into

the minutes of the Board, and the note or obligation, if any given for the same, signed by such person or persons as may be authorized or ratified by the Board, shall be binding upon the Corporation.

5. **Board Meetings.** On an annual basis, The Board shall approve the regular meeting schedule for the Board of Directors for the following calendar year. Special meetings of the Board may be called by the Chairperson of the Board on twenty-four (24) hours' written or electronic notice to the directors. Special meetings shall be called by the Chairperson of the Board or Secretary or other person in like manner and on like notice upon the written request of four (4) directors. Directors may participate in any meeting of the Board by conference telephone, electronic video screen communication or other method of electronic transmission to the greatest extent permitted by law.

6. **Board Action by Written Consent.** An action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the directors.

7. **Waiver of Notice Requirements.** The transaction of any meeting of the Board of Directors or any meeting of a committee created under Article II, Section 8 or Article II, Section 10 of these bylaws, however called and noticed or wherever had, shall be as valid as though had at a regular meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof, each of which shall be filed with corporate records and made a part of the minutes of the meeting.

8. **Creation of Committees.** The Board of Directors may create from time to time such committees and/or advisory panels, and appoint such persons to such committees and/or advisory panels, as they may desire to advise the Board on such matters as may be deemed worthy of consideration, subject to the requirements of applicable law. The duties and authority of each committee may be set forth in a committee charter or board resolutions, in each case approved by the Board of Directors. Except to the extent otherwise provided in a committee charter approved by the Board of Directors, each committee created hereunder shall be governed by the provisions set forth in Section 7211 of the California Corporations Code as such may be amended from time to time. Each committee created hereunder shall maintain minutes of its proceedings, and such minutes shall be filed with the minutes of the proceedings of the Board and its committees.

9. **Power to Remove Members.** The Board of Directors shall have summary power by a vote of a majority of its members or the majority vote of a committee duly created and empowered, to suspend or expel and terminate the membership of any Director Member or Participating Member who does not

comply with the standards of membership set forth in Section 1, of Article I, or who fails to comply with the Articles of Incorporation, Bylaws or Rules and Regulations of VISION SERVICE PLAN. The procedure to be followed with regard to any expulsion, suspension, or termination proceedings shall require that a Participating Member be given fifteen (15) days prior notice of the expulsion, suspension or termination and the reasons therefor, and an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination. The notice required under this Section shall be given by first-class mail addressed to such Participating Member at that Member's last known address shown upon the books and records of the Corporation. In addition to the foregoing, the Director Members may, by two-thirds (2/3) vote, remove any Director Member from office without cause.

10. **Executive Committee of the Board of Directors.** An Executive Committee of the Board of Directors is hereby created. It shall have three members: the Chairperson of the Board, Vice Chairperson of the Board, and the Immediate Past Chairperson of the Board. In the event that no person is serving as the Immediate Past Chairperson of the Board, then the Chairperson of the Board shall have the power and authority to fill such vacancy on the Executive Committee by appointing one additional director to the Executive Committee to serve with the Chairperson of the Board and Vice Chairperson of the Board until such time as a director ascends or is appointed to the Immediate Past Chairperson of the Board role. Each Executive Committee member shall have one (1) vote on all matters presented to the committee, and shall not be entitled to vote by proxy. Any member of the Executive Committee may call a meeting with twenty-four (24) hours' notice to the other committee members; provided that the committee members may waive notice in accordance with Article II, Section 7 of these bylaws. The Executive Committee of the Board of Directors is authorized to make decisions regarding time-critical matters for which it would be impractical to obtain a decision by the Board of Directors as a whole. Such decisions shall be considered to have been made on behalf of the Board of Directors as a whole and under authority herein granted by the Board of Directors. Such decisions shall have the force and effect as if they had been made by the Board of Directors as a whole. The Executive Committee shall, after making any such decisions on behalf of the Board of Directors as a whole, promptly (at the next Board of Directors meeting or sooner if reasonably possible) inform the entire Board of Directors of any such decisions made or ensure that an officer of the Corporation so inform the entire Board. It is not required that the entire Board of Directors ratify decisions made by the Executive Committee; however, upon a motion duly made, seconded, and adopted by a majority of the Board of Directors, the Board of Directors may vote to ratify or rescind a decision made by the Executive Committee. In the event that a motion is made and seconded to rescind any decision by the Executive Committee, its members shall be given a full and fair opportunity to indicate why its decision should not be rescinded. The Executive Committee shall maintain minutes of its proceedings, and such minutes shall be filed with the minutes of the proceedings of the Board and its committees.

ARTICLE III

Officers

The officers of this Corporation shall be the Chairperson of the Board, Vice Chairperson of the Board, Immediate Past Chairperson of the Board, President & Chief Executive Officer, Chief Financial Officer, Secretary, and Treasurer and such other officers as the Board may from time to time appoint. When the duties do not conflict, one person may hold more than one of these offices, however none of the Secretary, the Treasurer nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer nor as the Chairperson of the Board. If any office becomes vacant during the term of the officer, the same may be filled by vote of the majority of the Board of Directors and the person so elected shall complete the term of the officer vacating such office. Unless expressly prohibited by the Board of Directors by resolution, each officer appointed by the Board of Directors shall have the power to delegate, with oversight, their duties and authority to other directors, officers or employees of the Corporation as they may deem to be in the best interests of the Corporation.

1. **Chairperson of the Board.** The Chairperson of the Board shall, unless the Board of Directors votes otherwise, serve a two-year term as Chairperson of the Board. The Chairperson shall preside over all meetings of the Participating Members and over the meetings of the Board of Directors. The Chairperson of the Board is authorized to appoint, or to recall, a VSP Ambassador (formerly known as a State Professional Representative).

2. **Vice Chairperson of the Board.** The Board of Directors shall regularly elect one of its Members to serve a two-year term as Vice Chairperson of the Board, or such longer term as voted otherwise by the Board of Directors. In case of the absence of the Chairperson or the Chairperson's inability to act, the Vice Chairperson shall serve to fulfill the duties and responsibilities and exercise the powers of the Chairperson of the Board. The Vice Chairperson of the Board shall, unless the Board of Directors votes otherwise, automatically ascend to the office of the Chairperson of the Board upon the Chairperson's completion of his or her term. The Vice Chairperson shall perform such other duties as the Board of Directors shall prescribe, or as may be delegated by the Chairperson of the Board, from time to time.

3. **Immediate Past Chairperson of the Board.** The Chairperson of the Board shall, unless the Board of Directors votes otherwise, automatically serve a one (1) year term as Immediate Past Chairperson of the Board upon completion of his or her term as Chairperson of the Board. The Immediate Past Chairperson of the Board shall serve on the Executive Committee of the Board of Directors. In the event of both the Chairperson's and the Vice Chairperson's simultaneous absence or inability to act, the Immediate Past Chairperson of the Board shall serve to fulfill the duties and responsibilities and exercise the powers of the Chairperson of the Board.

4. **President & Chief Executive Officer.** The President & Chief Executive Officer shall be the general manager and chief executive officer of the Corporation, shall manage the business and affairs of the Corporation under the oversight and ultimate direction of the Board of Directors, including the investment of the property and assets and distributions of income and principal of the Corporation, subject to the prior approval or subsequent ratification of the Directors, and shall have the general powers and duties of management usually vested in the office of chief executive officer of a corporation. The President & Chief Executive Officer shall perform such other duties and obligations as may be imposed by the Board of Directors.

5. **Secretary and Assistant Secretary.** The Secretary shall record and keep, or cause to be kept, the record of all votes, proceedings and meetings of the Board of Directors and of the Participating Members, shall make service of such notices as may be necessary or proper, and shall discharge such other duties as pertain to the office of a corporate secretary. The Secretary shall perform such other duties as the Board of Directors shall prescribe. The Board of Directors may appoint an Assistant Secretary who will perform such duties that may be prescribed by the Board of Directors, or as may be delegated by the Secretary, from time to time. In case of the absence of the Secretary or the Secretary's inability to act, the Assistant Secretary shall serve to fulfill the duties and responsibilities and exercise the powers of the Secretary.

6. **Chief Financial Officer.** The Chief Financial Officer shall exercise direction and control over the keeping of the books and records of the Corporation, and shall see that an annual audit is performed. The Chief Financial Officer shall discharge such duties as pertain to the office of chief financial officer of a corporation and such other duties as prescribed by the Board of Directors, or as may be delegated by the President & Chief Executive Officer, from time to time.

7. **Treasurer and Assistant Treasurer.** The Treasurer shall deposit all moneys and other valuables in the name, and to the credit, of the Corporation, with such depositories as may be determined by the Treasurer. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board or permitted by the President & Chief Executive Officer or Chief Financial Officer in accordance with their authority. The Treasurer shall render to the President & Chief Executive Officer, the Chief Financial Officer, or the Board of Directors, whenever they request it, an account of all transactions. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board, or as may be delegated by the President & Chief Executive Officer or the Chief Financial Officer, from time to time. The Board of Directors may appoint an Assistant Treasurer who will perform such duties that may be prescribed by the Board of Directors or as may be delegated by the Treasurer, from time to time. In case of the absence of the Treasurer or the Treasurer's inability to act, the Assistant Treasurer shall serve to fulfill the duties and responsibilities and exercise the powers of the Treasurer.

8. **Divisional and Departmental Presidents and Vice Presidents.** The Board of Directors may appoint one or more divisional or departmental presidents or vice presidents to serve as officers of the corporation, with such duties and authority as may be prescribed by the Board of Directors, or as may be delegated by the President & Chief Executive Officer, from time to time.

9. **Tax Officer.** The Board of Directors may appoint a chief Tax Officer who shall have responsibility for all tax matters involving the Corporation, with authority to sign, and to delegate to others authority to sign, all returns, reports, agreements and documents involving the administration of the Corporation's tax affairs, and such other duties and authority as may otherwise be prescribed by the Board of Directors or as may be delegated by the Chief Financial Officer, from time to time. If a Tax Officer is not appointed by the Board of Directors or the office becomes vacant, then the Chief Financial Officer of the Corporation shall have the duties and authority with respect to the tax affairs of the Corporation as described in this Article III, Section 9 until such time as the Board appoints a Tax Officer.

ARTICLE IV

Corporate Seal; Indemnification

1. **Corporate Seal.** The Corporation shall have a corporate seal, consisting of a circle having on its circumference the words "VISION SERVICE PLAN, Incorporated October 17, 1955, California."

2. **Indemnification.** The Corporation shall, to the maximum extent permitted by the applicable laws, indemnify and defend each of its agents against claims, expenses, judgments, awards, fines, settlements and other amounts actually and reasonably incurred in connection with any claim or proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this section, "an agent" of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise.

ARTICLE V

Office

The Corporation shall maintain its principal office at such place as the Board of Directors specifies, but may have other offices and transact business at such other places as the Board of Directors may from time to time determine.

ARTICLE VI

Amendments

These Bylaws may be amended or repealed by majority vote of the Board of Directors. Written notice of a proposal to amend or repeal the Bylaws, together with a copy of the proposed amendment, must be sent to each director thirty (30) days prior to the meeting at which the same is to be acted upon.

ARTICLE VII

Dissolution

1. Dissolution and winding up of this Corporation shall take place upon the petition of the Participating Members, which petition must be in writing and signed by two-thirds (2/3) of the Participating Members; however, no dissolution and winding up shall occur without the unanimous approval of the Board of Directors. No conversion to a stock, for-profit corporation shall occur unless all requirements have been met, including, but not limited to, unanimous approval of the Board of Directors, approval of two-thirds (2/3) of Participating Members, and any and all state agency approvals required by law.

2. Upon the dissolution or winding up of this Corporation all property and assets of the Corporation, after the payment of all just and lawful debts, expenses of winding up and dissolution and the repayment to the members of all assessments previously made, if any, shall be distributed, upon the direction of the Board of Directors and consistently with all applicable laws, to an educational, research, scientific or health institution, organization or association to be expended in the advancement of the science and art of optometry. The Chief Executive Officer or his or her designee or such other designee specified by the Board of Directors shall carry out the distribution consistently with all applicable laws.

ARTICLE VIII

Standing Committee on Public Policy

1. **Standing Committee on Public Policy.** There shall be established by the Corporation a Standing Committee which shall be responsible for participating in establishing public policy as defined in Section 1369 of the Knox-Keene Health Care Service Plan Act of 1975.

2. **Recommendations and Reports.** The recommendations and reports of the Standing Committee shall be regularly and timely reported to the Board of Directors which shall act upon such recommendations and such action shall be recorded in the board's minutes.

3. **Standing Committee Membership and Voting.** The Standing Committee shall consist of five (5) members, three (3) of whom shall be subscribers and/or enrollees of the Corporation's vision care plans, one (1) of whom shall be a member of the Board of Directors, and one (1) of whom shall be a Participating Member. Each Standing Committee member shall have one (1) vote on the matters presented to the committee under Article VIII, Section 6 of these Bylaws, and shall not be entitled to vote by proxy. Two-thirds (2/3) of the Standing Committee members shall constitute a quorum at any Standing Committee meeting. Any decision done or made by a majority of the Standing Committee members present at a meeting duly held at which a quorum is present is the act of the Standing Committee.

4. **Elections.** The three (3) subscriber and/or enrollee members of the Standing Committee shall be elected by the Standing Committee and shall serve terms of two (2) to four (4) years. The one (1) Standing Committee member from the Board of Directors shall be elected by the Board of Directors to

serve a one (1) year term. The one (1) Participating Member shall be elected by the Standing Committee to serve a term of two (2) to four (4) years.

5. **Candidates for Membership on Standing Committee.** Selection of the enrollee and/or subscriber members of the Standing Committee shall be made after due consideration of the diversity, ethnic extraction, demography, occupation, and geography of the enrollee and subscriber population. Selection shall be conducted on a fair and reasonable basis. Vacancies for unexpired terms of the enrollee and/or subscriber members of the Standing Committee shall be filled by the remaining enrollee and/or subscriber members of the Standing Committee.

6. **Meetings and Approvals of Rates and Schedules.** The Standing Committee shall meet at least quarterly and shall make the final decision on all matters relating to payment rates or schedules for professional vision care services.