

RESOLUTION OF THE MEMBERS OF WASHINGTON DENTAL SERVICE

Amendment to Washington Dental Service Bylaws

WHEREAS, the Members of Washington Dental Service are empowered to amend the organization's Bylaws; and

WHEREAS, those amendments adopted below, which amend the delineated Bylaw sections, are adopted in the best interest of Washington Dental Service, recognizing that the current governance structure prevents Member knowledge of, and participation in, Washington Dental Service governance;

NOW, THEREFORE, the Members of Washington Dental Service, assembled in a special meeting called pursuant to the Bylaws, ordain as follows:

Bylaw Amendments

1. Changes to Bylaws. Article X is hereby deleted in its entirety and replaced with the following, effective immediately:

These Bylaws may be amended or repealed by the vote of two thirds of the votes entitled to be cast by the members present in person or proxy at an annual or special meeting of the members, provided that the proposed amendment or revision shall have been delivered to each member of this corporation along with the notice of meeting.

2. Open Nomination of Member Directors. Article IV, Section 1.B.4.b is hereby deleted in its entirety and replaced with the following, effective immediately:

Any Member may nominate any Member to be a Member Director at the meeting during which a Member Director seat is to be filled. Elections for Member Director seats shall take place as described in Article II, Section 4 of these Bylaws.

3. Article IV, Section 1.C.2 is hereby deleted in its entirety and replaced with the following, effective immediately:

To nominate, by majority vote of the Independent Director whose terms are not expiring, Independent Directors in accordance with these Bylaws.

4. Article IV, Section 1.D is hereby deleted in its entirety and replaced with the following, effective immediately:

In the event of a vacancy in a Member Director seat, the remaining Member Directors shall elect, by majority vote and as soon as practical after the vacancy arises, a replacement to serve until the next meeting of the Members, at which meeting the Members shall elect a replacement to fill the seat for the remainder of the original Member Director's term. In the event of a vacancy in an Independent Director seat, the remaining Independent Directors shall elect, by majority vote and as soon as practical after the vacancy arises, a replacement to serve the unexpired term of the original Independent Director.

5. Term Limit for Member Directors. Article IV, Section 1.B.3.c is hereby deleted in its entirety and replaced with the following, effective immediately:

Each Independent Director ordinarily may serve no more than three (3) full terms consecutively, exclusive of time served to complete the term of a previous Director. However, a Director may be nominated and elected to an additional term of one, two or three years following the Director's completion of three (3) consecutive full terms if the Governance and Nominating Committee and the Board of Directors determine that such is necessary to assure continuity on the Board of Directors.

No Member shall be eligible to serve more than two (2) consecutive terms as a Member Director, except where the initial service is a shortened term to facilitate transition to orderly rotation, or for the purpose of filling an unexpired term. After three years off the Board of Directors, the Member may be eligible again.

6. Size and Composition of Board of Directors. Article IV, Section 1.B.1 is hereby deleted in its entirety and replaced with the following, effective immediately:

Size and Composition. The Board of Directors shall consist of an odd number of Directors, at least nine (9) but no more than thirteen (13), with one more seat reserved for Independent Directors than for Member Directors. The number of Directors may at any time be increased or decreased within this range by the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent director or changing the requirement that there be one more seat reserved for Independent Directors than for Member Directors. Independent Directors shall at all times after January 1, 2012 comprise a majority of incumbent Directors.

7. Removal of President and CEO from Board of Directors. Article IV, Section 1.B.4.c is hereby deleted in its entirety and replaced with the following, effective immediately:

Ex Officio Director. The President and CEO shall, by virtue of holding such office, automatically be a non-voting member of the Board of Directors for the period that he or she holds such office. The President and CEO shall not count for the purposes of calculating quorum of the Board of Director or any committee.