Compass Rose Benefits Group

Restated Bylaws – Virginia Corporation

Updated as of November 1, 2026

Article I. Name and Scope of Activities

Section 1. **Name**. The name of the corporation is Compass Rose Benefits Group ("CRBG" or the "Group").

Section 2. **Scope of Activities**. CRBG (Compass Rose Benefits Group) administers the health insurance plan known as the Compass Rose Health Plan. CRBG, in consultation and with approval of the Board of Directors, may add or remove plans and change underwriters as it determines appropriate.

Article II. Purposes of the Group

Section 1. **Purpose**. CRBG is organized and operated as a voluntary employees' beneficiary association under section 501(c)(9) of the Internal Revenue Code of 1986, as amended (the "Code"), for purposes that include, but are not limited to, establishing and maintaining an employee benefits association providing group health insurance to civilian employees, retirees, their dependents of the federal government, hereafter "CRBG eligible population," and legacy benefits until obligations have been satisfied. Business will be conducted to best serve the membership. CRBG will negotiate favorable insurance contracts with the underwriting companies or agents. These contracts will be drawn up to fulfill the insurance requirements peculiar to the membership of CRBG. CRBG shall also assure that proper arrangements are made to provide for the collection and transmittal of individual premiums to underwriting companies and for the proper payment of claims.

Article III. Offices and Registered Agent

Section 1. **Offices**. CRBG is a nonstock corporation incorporated in the Commonwealth of Virginia. The principal office of CRBG is in Reston, Virginia.

Section 2. **Registered Agent.** CRBG shall maintain continuously within the Commonwealth of Virginia a registered agent, which agent shall be designated by the Board of Directors or the President of CRBG.

Article IV. Membership.

Section 1. **Scope of Membership.** Membership shall consist of qualified people actively participating in any CRBG plan.

Section 2. **Opportunity for Membership**. Applicants for membership in the Group will not be discriminated against in any of its activities or operations because of race, color, religion, gender, sexual orientation, disability, marital status, status as a parent, age, national origin, or hazardous nature of employment.

Section 3. **Good Standing.** Persons eligible for enrollment in any CRBG plan and are current in

paying their premiums will be considered a member in good standing.

Section 4. **Record of Members.** The Secretary shall maintain a current record of members in good standing. All such members in good standing as of a date to be established from time to time by the Board of Directors shall be eligible to vote in elections of directors to serve on the Board of Directors, acting pursuant to the Articles of Incorporation and these bylaws.

Article V. Board of Directors

Section 1. **General Powers and Duties.** The Board of Directors shall oversee the affairs of the corporation in partnership with the president/chief executive officer (CEO) of the Group. The Board of Directors shall have, and may exercise, all powers provided in the Articles of Incorporation or the Virginia Nonstock Corporation Act necessary or convenient to carry out the corporation's purposes. Methods for attending meetings are referenced in Section 6.E.

Section 2. **Composition**. The Board of Directors shall be composed as follows:

A. Eligibility to serve as a director requires either active employment or retirement from the CRBG eligible population and must be a member in one of the Compass Rose (CR) health plans.

B. The number of directors constituting the Board of Directors shall be fixed by resolution of the Board and shall not be less than five (5) nor more than eleven (11). A majority vote of the existing Board will decide the number of directors.

C. For each annual election cycle, the Board of Directors shall determine the number of vacant positions to be reserved for active employee members and the number for retired members.

D. Should there be no applicants for vacancies for designated active or retiree positions, the Board may elect to either not fill the designated position for that election cycle or fill the position regardless of applicant status.

Section 3. **Elections**. Director elections shall be held every November in the following manner:

A. Nominations shall be made and entered in the manner specified by the Board of Directors.

B. The Board of Directors shall seek applicants for vacant positions who reflect the membership population.

C. Each member may cast as many votes as the number of directors to be elected at that election; however, a member may cast only one vote for a given candidate and may not cumulate his or her votes.

Section 4. **Term**. The director's term shall be three years and commence 1 January after the election to the Board. Staggered terms for the directors shall be established, to ensure that one-third of the directors' terms expire each calendar year. The term of a director shall also expire by his or her death, resignation, or removal in accordance with these bylaws.

A. Vacancies on the Board of Directors, outside of the election cycle, including a vacancy

caused by the unexpected expiration of a director's term or by an increase in the number of directors comprising the Board of Directors, shall be filled by referring to the latest election results and notifying the next individual, in the voting tally, of their opportunity to serve on the Board. If that individual declines, the next individual will be notified. This process will continue until the position is filled. If the vacancy occurs within 60 days before the annual call for interested applicants for a position on the Board of Directors or if the position cannot be filled by referring to the latest election results, the position shall remain vacant and be filled in the next election.

B. Any director chosen to fill a vacancy shall serve for the unexpired term of his or her predecessor or, if chosen to fill a vacancy caused by an increase in the number of directors, the term will be set by the Board at the time of his or her appointment.

C. Resignation: A director may resign at any time by giving notice thereof in writing to the chairperson. The resignation becomes effective immediately upon receipt unless the resigning Director stipulates a future date of effectiveness, not to exceed 30 days from receipt of the notification.

D. Removal: Any director may be removed for cause, at any time, by a two-thirds vote of the Board of Directors if, in their judgment, it would be in the best interest of CRBG. Cause for removal includes failure to perform the director's duties (e.g., failing to consistently attend or participate in regular board meetings). If a director is removed for cause, that person may not be considered for a position on the Board of Directors for two years, and consideration requires a two-thirds vote of the Board of Directors. A director who is the subject of a vote for removal shall not cast a vote on the issue of his/her removal.

E. Leave of Absence: Any director may request a leave of absence from the Compass Rose Board of Directors. The director must provide the request in writing to the chairperson who will approve or disapprove the leave of absence. The duration of each leave request will be assessed individually, but no leave of absence shall exceed one year. While on leave, the director will not be counted toward the total number of directors for voting purposes.

Section 5. Annual Election of Chairperson and Vice Chairperson(s) of the Board.

A. The Board of Directors, at the first meeting of the calendar year, following the annual election of directors or after the vacancy of the chairperson, shall elect one director as chairperson of the Board of Directors. The Board will then decide and elect a vice chair(s) for that year to support the chairperson and their duties. All positions require a majority vote of all the directors.

B. Those directors willing to serve as the chair or vice chair will have their name on a written ballot. The ballot will be distributed to each director. Each director will vote and return the ballot to the secretary who will count the votes and report the results.

C. The chairperson of the Board of Directors shall preside over all meetings of the Board of Directors. In the absence of the chairperson at meetings of the Board of Directors, the first vice chair shall preside as acting chairperson of the Board.

D. The chairperson of the Board of Directors shall perform other duties as required of them.

In the chairperson's absence, the first vice chair will assume the chairperson's duties.

Section 6. Meetings of the Board of Directors.

E. Regular meetings of the Board of Directors shall be held at least four times per year in the Reston, VA office, except in cases of extenuating circumstances that prevent in-person meetings. All directors will attend in-person unless extenuating circumstances prevent it. When this occurs, directors may participate in the meeting given there is an audio and visual presence.

F. The first meeting of the calendar year shall serve as the annual meeting and be the first meeting for new directors. This meeting is a mandatory in-person meeting of the Board.

G. Special meetings may be called at the discretion of the chairperson of the Board of Directors, at the request of one-third of the voting directors in office, or at the request of the president. Directors will be given at least 10 days' notice of a regular or special Board of Directors meeting. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting. Notice shall be given in accordance with normally accepted business practices.

H. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of half-plus-one of the directors then in office. This number shall include the chairperson, whether permanent or acting.

I. When a critical decision by the board is needed, the directors will use any means possible to vote including email or telephonic voting. Maximum time will be given for the vote. When most votes are cast, the final decision will be forwarded to all directors, and Compass Rose officers will proceed based on it. Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, all matters before the Board of Directors shall be decided by a majority vote of the directors present at a meeting at which a quorum exists.

J. Meeting Attendance:

1) Regular attendance at the Board of Directors meetings is expected of each director. A director shall notify the chairperson or corporate officer no later than 24 hours before the Board of Directors meeting if the director cannot attend. Failure to make the notification shall be recorded in the minutes as an unexcused absence unless, and until, the chairperson has been provided with a valid reason for the absence.

2) Any director who has two consecutive unexcused absences from regular or special Compass Rose Board of Directors meetings will automatically be subject to removal in accordance with Article V, Section 4D.

Section 7. Compensation Paid to Board of Directors.

A. Directors shall be compensated for their attendance (per day) at regular and special meetings of the Board. In addition, directors who travel for meetings from outside the Washington Metropolitan Area shall be compensated for their travel time before and/or after board meetings. The Chair (or acting chair when serving in place of the chair) of the Board shall be paid a higher compensation amount to reflect the more significant

duties of this position. Vice Chair and Committee Chairs will receive additional compensation per Board meeting (not day) to reflect additional duties of these positions.

B. Compensation amounts shall be set by a majority decision of the Board, reviewed every three years in alignment with health plan reaccreditation.at the annual Board meeting, and documented in the minutes of that meeting. Compensation amounts shall be within the broad range of what other Federal Employee Health Benefit Program companies pay their board members.

C. Directors may elect to receive attendance compensation or waive payments. Directors accepting compensation are responsible for the individual tax implications.

D. Compensation will only be paid to members who attend board meetings either in-person or via video attendance and as documented in the meeting minutes.

E. Compensation for travel time from outside the Washington Metropolitan Area the day before or the day after Board meetings shall be paid based on director's certification of length of travel to/from board meetings.

F. Compensation for meeting attendance shall be in addition to reimbursement for travel-related expenses (e.g., hotel, taxi, food expenses).

Article VI. Committees

Section 1. **Committees**. The Board of Directors may create committee(s) consisting of directors or other persons. Such committee(s) shall be limited to the authority and scope that the Board of Directors may lawfully direct.

Section 2. **Advisors or Advisory Groups.** The Board of Directors may appoint advisors or create an Advisory Board consisting of members of the Group to provide insight into the unique requirements of the population served or for desired diversity.

Section 3. **Audit & Finance Committee.** The Board of Directors will establish an Audit & Finance Committee which will comprise three to five directors. The chairperson and members will be elected annually at the first meeting of the year. The committee will help the Board fulfill its oversight responsibilities regarding financial reporting, the audit of CRBG's books and records, and the system of internal controls that CRBG has established.

Section 4. **Management and Compensation Committee.** The Board of Directors will establish a Management and Compensation Committee (MCC) comprising three to five Directors elected annually at the first meeting of the year. The Board Chairperson will serve as voting Director and Chairperson of the MCC. The Vice Chair shall also be a member of the MCC. The committee will assist the Board in fulfilling its oversight responsibilities by working with the president/CEO to establish annual corporate performance goals. The president/CEO's annual bonus, if any will be determined, based on the MCC's determination of the achievement of those goals. The MCC will also determine the amount of the any salary increases for the president/CEO. Key elements of evaluation shall be Office Personnel Management (OPM) Annual Service Charge Letter Submission and OPM's response, GAAP (Generally Accepted Accounting Principles)/GAAS (Generally Accepted Auditing Standards) audits, and AAHC accreditation. All these documents serve as objective measures of corporate management and a direct reflection of the president/CEO's performance.

Section 5. **Attendance by the President/CEO.** Unless otherwise determined by a majority vote of the directors present at a meeting at which a quorum exists, the president/CEO shall be entitled to participate (not entitled to vote) in meetings of the Board of Directors and all other committees, unless the topic of discussion is confidential and necessitates the president/CEO's absence. The president/CEO cannot delegate this authority.

Article VII. Officers

Section 1. **Positions and Selection.** The corporate officer positions of the Group shall include (a) president/CEO, (b) vice president/COO, (c) treasurer, and (d) secretary, and such other positions as the Board of Directors may from time to time deem advisable. The Board of Directors shall select the officers. The same individual may hold two or more offices, except for the offices of president/CEO and secretary. The chairperson of the Board of Directors shall recommend to the board the names and biographical information of individuals applying for these positions. Corporate officers shall be approved by the Board of Directors, and then, except for the president/CEO, appointed by the president/CEO. All appointed corporate officers shall be responsible to the president for their official duties.

Section 2. **Terms.** The Board of Directors can recommend to the president of CRBG the removal of a corporate officer, and can, in accordance with an applicable employment contract, remove the president by a two-thirds affirmative vote of the full Board of Directors in office.

Section 3. **Authorities**. The president/CEO, vice president/COO, and treasurer may enter into and execute on behalf of the corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the corporation.

Section 4. **Duties and Powers.** The duties and powers of the officers of the corporation shall be as provided in these bylaws and, except to the extent they are inconsistent with these bylaws or with any provision made pursuant hereto, shall be those customarily exercised by corporate officers holding such offices.

A. **The President/CEO.** The president/CEO shall perform all duties customary to that office. The president shall supervise and control all the affairs of the corporation to include, but not be limited to, executing contracts with an aggregate cost of $500,000 or below (Board of Directors must approve expenditures that exceed $500,000), making staffing appointments and ensuring the propriety and effectiveness of all CRBG operations. The president/CEO shall have signature authority on all CRBG corporate bank accounts.

B. **The Vice President/COO.** The vice-president/COO shall perform such duties as are assigned to him or her by the president. The vice-president shall have and exercise all the powers, authority, and duties of the president during the absence or disability of the president. The vice-president/COO shall also be a corporate approving officer and shall have signature authority on all CRBG corporate bank accounts.

C. **The Treasurer**. The treasurer shall have custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements. He or she shall deposit or cause to be deposited all monies or other

valuable effects in the name of CRBG. The treasurer will be a corporate approving officer, approving customary financial transactions as required, and shall have check signing authority on all corporate bank accounts.

D. **The Secretary.** The secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors and such other actions of the corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these bylaws or as required by law and, in general, perform all duties customary to the office of the secretary.

Article VIII. Indemnification

Section 1. **Scope**. The corporation does hereby indemnify to the maximum extent legally permissible each director and officer and former director and officer of the corporation, and each individual who served at its request as a director, officer or trustee of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such director or officer of the board. This indemnification includes amounts paid or incurred relating to settlements if made to curtailment of litigation costs.

A. This indemnification includes amounts paid or incurred relating to acts of negligence, whether liability on the part of such director or officer of the board exists as to the corporation, its directors, officers, agents, or employees or as to third parties, including creditors.

B. This indemnification also extends to any criminal action, suit, investigation, or proceeding provided that the same shall be dismissed against such director or officer of the board shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere (no contest), or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the director or officer of the board was done in good faith and with the belief that it was in the best interest of the corporation and on the reasonable assumption of its legality.

Section 2. **Limitations**. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such director or officer of the board has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that, despite such adjudication of liability and in view of all the circumstances of the case, such director or officer of the board is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

A. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights which such director or officer of the Board may have under any agreement, vote of the Board of Directors or otherwise.

B. No indemnification shall be made under this Article VIII if such indemnification would result in any liability for tax under chapter 42 of the Code.

C. Every provision of this Article VIII is intended to be severable, and, if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VIII.

Article IX. Miscellaneous Provisions

Section 1. **Checks**. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board of Directors may designate.

Section 2. **Fiscal Year**. The fiscal year of the corporation shall coincide with the calendar year.

Article X. Amendments

Section 1. **Amendment of Articles of Incorporation.** The Articles of Incorporation may be altered or amended, or new Articles of Incorporation may be adopted at any meeting of the Board of Directors by a two-thirds affirmative vote of the Board of Directors then in office provided that the Board of Directors have been given 14 days' notice of the intent to take such action at such meeting and that such notice contains a copy of the proposed amendment or amendments.

Section 2. **Amendment of By-laws.** Amendments to these bylaws may be adopted or repealed, new bylaws may be adopted, and amendments to the charter may be made at any meeting of the Board of Directors by a two-thirds affirmative vote of the Board of Directors then in office provided that the Board of Directors have been given 14 days' notice of the intent to take such action at such meeting and that such notice contains a copy of the proposed amendment or amendments.