

**SECOND AMENDED AND RESTATED BYLAWS
OF
WELLCARE HEALTH INSURANCE COMPANY OF KENTUCKY, INC.**

Dated: June 27, 2013

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**SECOND AMENDED AND RESTATED BYLAWS
OF
WELLCARE HEALTH INSURANCE COMPANY OF KENTUCKY, INC.**

**ARTICLE I.
Offices**

Section 1. Registered office. The registered office shall be in the Commonwealth of Kentucky. The Board of Directors from time to time may change the address of the registered office, which may be, but need not be, the principal office of the Corporation.

Section 2. Other Offices.

The Corporation may also have offices at such other places both within and without the Commonwealth of Kentucky as the Board of Directors may from time to time determine and the business of the Corporation may require or make desirable.

**ARTICLE II.
Meetings of Shareholders**

Section 1. Place of Meeting.

All meetings of the Shareholders may be held either within or without the Commonwealth of Kentucky, as determined by the Board of Directors from time to time, and as stated in the notice of meeting or in a duly executed waiver thereof. In the absence of such notice Shareholders' meetings shall be held at the registered office of the Corporation.

Section 2. Annual Meetings.

The Annual Meeting of the Shareholders shall be held annually. Failure to hold the Annual Meeting as aforesaid shall not work a forfeiture or dissolution of the Corporation nor shall such failure affect otherwise valid corporate acts.

Section 3. Special Meetings.

Special Meetings of the Shareholders may be called (a) by the Board of Directors or the person authorized to do so by the Articles of Incorporation (the "Articles") or Bylaws or (b) upon the written request of the holders of at least thirty-three and one-third percent (33 ⅓%), or such greater or lesser percentage as may be provided in the Articles, of all the votes entitled to be cast on any issue proposed to be considered at the proposed Special Meeting; provided, however, such written request shall be signed and dated by such holders and delivered to the Corporation and, further provided, such written request shall set forth the purpose or purposes for which such meeting is to be held. Business transacted at such Special Meetings shall be restricted to the purpose or purposes stated in the notice.

Section 4. Notice of Meetings.

The Corporation shall give notice stating the date, time, place and/or means of remote communication of each Shareholders' Meeting, whether special or annual, not less than 10 or more than 60 days before the date of the meeting. The notice shall be in writing unless oral notice is reasonable under the circumstances and may be communicated in person or by means of remote communication, including but not limited to by telephone, email or other form

of wire or wireless communication, or by mail or private carrier, to each Shareholder of record entitled to vote at such meeting, at such address as last appears on the books of the Corporation. In the case of a Special Meeting, the notice of the meeting must include a description of the purpose or purposes for which the meeting is called. Notice of any adjourned meeting need not be given otherwise than by announcement at the meeting from which the adjournment is taken; provided however, if a new record date for the adjourned meeting is or must be fixed pursuant to §271B.7-070 of the Kentucky Business Corporation Act (the "Act"), notice of the adjourned meeting shall be given to persons who are Shareholders as of the new record date. For the purpose of these Bylaws, when notice is delivered by mail, notice of a meeting is deemed to be given after deposit of the written notice in the United States mail, properly addressed with adequate prepaid postage thereon.

Section 5. Waiver of Notice.

Any Shareholder entitled to notice may provide a signed waiver for notice of any meeting, whether special or annual, before or after the meeting, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. A Shareholder's attendance at a meeting shall of itself constitute a waiver of notice and waiver of any and all objections to the date, time, place, manner of calling, or consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, except when the Shareholder attends the meeting solely for the purpose of stating such objection. Any such objection shall be communicated at the beginning of the meeting or promptly upon the Shareholder's arrival.

Section 6. Quorum.

Shareholders may be represented in person, by proxy or by means of remote communication, including but not limited to telephone or other form of wire or wireless communication that allows for all parties to simultaneously hear each other. The holders of a majority of the stock issued and outstanding and entitled to vote at a meeting that are represented in accordance with the previous sentence shall constitute a quorum at such meeting of the Shareholders and shall be requisite for the transaction of business except as otherwise provided by law or these Bylaws. If, however, such quorum shall not be represented in person, by proxy or by means of remote communication at any meeting of the Shareholders, a majority of such shares as are represented thereat, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, as required by law, until a quorum shall be represented in person, by proxy or by means of remote communication. At such reconvened meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 7. Voting.

When a quorum is represented at any meeting, the vote of the holders of a majority of the shares outstanding and entitled to vote, whether represented in person, by proxy or by means of remote communication, shall determine any matter brought before the meeting, except that if the question is one upon which, by express provision of the statute or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Except as otherwise provided for in the Articles, each outstanding share having voting rights shall be entitled to one vote on each matter submitted to a vote at a Shareholders' Meeting. At any meeting of the Shareholders, each Shareholder having the right to vote shall be entitled to vote in person, by proxy, or by means of remote communication. In order for a vote by proxy to be valid, such proxy must be appointed by an

instrument in writing subscribed to by the Shareholder and bearing a date not more than 11 months prior to such meeting, unless such instrument provides for a longer period.

Section 8. Conduct of Meeting.

At each meeting of Shareholders, the Chair of the Board, if one shall be so elected, shall be the Chair of the meeting. In the absence or disability of the Chair of the Board, any President or, in the absence or disability of a President, any duly appointed officer shall be the Chair of the meeting. The order of business at all meetings of the Shareholders shall be as determined by the Chair of the meeting.

Section 9. Action of Shareholders Without a Meeting.

Any action required to be taken at a meeting of the Shareholders, or any action which may be taken at a meeting of the Shareholders, may be taken without a meeting if written consent and approval, setting forth the date of signature and the action authorized, shall be signed and dated by all Shareholders entitled to vote on such action. Such approval and consent so filed shall have the same effect as a unanimous vote of the Shareholders at a Special Meeting called for considering the action authorized.

Section 10. Removal of Directors.

At any meeting of Shareholders with respect to which notice of such purpose has been given, one or more Directors may be removed, with or without cause, by the affirmative vote of the holders of a majority of the shares entitled to vote at an election of Directors. A removed Director's successor may be elected at the same meeting to serve the unexpired term.

Section 11. Record Date.

For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the record date not more than 70 days before the meeting or action requiring a determination of Shareholders. When a determination of Shareholders entitled to notice of or to vote at any meeting of Shareholders has been made as provided in this Section 11, such determination shall apply to any adjournment and reconvened meeting thereof, unless the Board of Directors sets a new record date under this Section for the reconvened meeting. If the adjournment is for a date more than 120 days after the date fixed for the original meeting, a new record date must be fixed.

ARTICLE III.

Board of Directors

Section 1. General Powers.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. In addition to the powers and authority expressly conferred upon it by these Bylaws, the Board of Directors shall exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, by any legal agreement among Shareholders, by the Articles, or by these Bylaws directed or required to be exercised or done by the Shareholders.

Section 2. Number and Election.

The Board of Directors of the Corporation shall consist of not less than three members. The precise number of Directors shall be fixed by resolution of either the Shareholders or the Board of Directors from time to time. The Directors shall be elected by unanimous written consent of the Shareholders in lieu of Annual Meeting or during the Annual Meeting of the Shareholders by a plurality of the votes cast by the Shareholders voting on such matter, except that succeeding Directors may be elected at a Special Meeting of the Shareholders and as provided in Section 3 of Article II. Directors need not be Shareholders.

Section 3. Term of Office.

Each Director shall hold office until the next Annual Meeting of Shareholders is held (or until a written consent in lieu thereof is effective) after his or her initial election, and thereafter until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation, removal, retirement, disqualification, or expiration of term. Any Director may resign at any time by giving written notice to the Board of Directors, the Chair of the Board, if any, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. A resignation need not be accepted in order to be effective.

Section 4. Vacancy.

Any vacancy occurring in the Board of Directors by death, resignation, retirement, disqualification, increase in the number of Directors or otherwise may be filled by the first to take action of (a) the Shareholders, or (b) the Board of Directors, and if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of the remaining Directors, including any Directors that have resigned to be effective at a future date, or by a sole remaining Director, though less than a quorum of the Board of Directors. If a vacancy occurs as provided for in Section 10 of Article II, such vacancy may be filled as provided for in such Section.

Section 5. Meetings of the Board of Directors.

The first meeting of each newly elected Board of Directors shall be the next regular meeting of the Board of Directors following such election. No notice of such meeting to the newly elected Directors shall be necessary in order legally to constitute a meeting of the Board of Directors, provided a quorum shall be present. Special Meetings of the Board of Directors may be called by the Chair of the Board, the President or the Secretary and may be held at any reasonable place and time and for any purpose and may be held at any time on written waiver of notice or by the consent of all the Directors.

Section 6. Notice of Meetings.

Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Unless the Articles provide otherwise, every Special Meeting shall be preceded by at least two days' notice of the date, time, place of the meeting and/or means of remote communications and may be called by any one of the Chair of the Board, President, Secretary, or any two directors. Such notice shall be in writing unless oral notice is reasonable under the circumstances and may be communicated in person or by means of remote communication, including but not limited to by telephone, email or other forms of wire or wireless communication, or by mail or private carrier. Such notice need not specify the purpose of the Special Meeting of the Board unless required by the Articles. For the purpose of these

Bylaws, when notice is delivered by mail, notice of a meeting is deemed to be given two days after deposit of the written notice in the United States mail, properly addressed with first class prepaid postage thereon.

Section 7. Waiver of Notice.

A Director may waive notice of any meeting before or after the meeting stated in the notice. Except as specified herein, the waiver must be in writing, signed by the Director entitled to notice, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting (or promptly upon such Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 8. Place of Meetings.

The Directors may hold their meetings at the principal office of the Corporation or at such other place or places, either in the Commonwealth of Kentucky or elsewhere, as the Board of Directors or Secretary may from time to time determine.

Section 9. Participation by Remote Communication.

The Board of Directors may permit any or all Directors to participate in or conduct meetings by means of remote communication, including but not limited to telephone or other form of wire or wireless communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be represented in person at the meeting.

Section 10. Quorum.

A quorum of the Board of Directors shall be one-third ($\frac{1}{3}$) of the number of Directors in office immediately before the meeting begins. If at any meeting of Directors a quorum shall not be represented in person, by proxy or by means of remote communication, the Directors represented thereat may adjourn the meeting from time to time until such time as a quorum shall be represented in person, by proxy or by means of remote communication. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken. At such reconvened meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting originally convened.

Section 11. Voting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors unless the Articles require the vote of a different number of Directors.

Section 12. Action of Board of Directors Without a Meeting.

Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors and would be effective as of the date of the last director's signature, unless the consent specifies a different effective time. The action must be evidenced by one or more written consents

describing the action taken, signed by each Director, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

Section 13. Compensation of Directors.

The Board of Directors may fix the compensation of Directors.

Section 14. Chair of the Board.

The Chair of the Board, if one shall be so elected, shall preside at all meetings of the Board of Directors, in the absence of a Chair, any Director of the Corporation may preside at the meetings of the Board of Directors. The Chair of the Board, based solely on his or her status as such, shall not be deemed an executive officer of the Corporation and shall not have the authority to bind or act on behalf of the Corporation.

ARTICLE IV.
Committees

The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee shall have one or more members, who shall serve at the pleasure of the Board of Directors in compliance with the provisions of §271B.8-250 of the Act. The Board of Directors shall have the power at any time to fill vacancies in, change the membership of, or discharge any committee.

ARTICLE V.
Officers

Section 1. Number and Titles.

The officers of the Corporation shall be designated and appointed by the Board of Directors with such responsibilities and duties as may be designated by the Board of Directors consistent with this Article V. The officers of the Corporation may consist of one or more Presidents, a Secretary, a Treasurer, and such other officers with such other titles as the Board of Directors may determine. Any two or more offices may be held by the same person. No officer need be a Shareholder.

Section 2. Election and Term.

All officers shall be appointed by the Board of Directors or by a duly appointed officer pursuant to this Article V and shall serve at the pleasure of the Board of Directors or the appointing officer as the case may be. All officers, however appointed, may be removed with or without cause by the Board of Directors and any officer appointed by another officer may also be removed by the appointing officer with or without cause. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors or to the Chair of the Board or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer and the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any principal office because of death, resignation, removal, inability to act, disqualification or otherwise shall be filled, for the unexpired portion of the term of such office, by vote of the Board of Directors at any regular or special meeting.

Section 3. Salaries.

The salaries and compensation of all officers appointed by the Board of Directors shall be fixed by the Board of Directors, unless the Directors delegate such power to any officer or officers. Any payment made to an officer of the Corporation such as salary, commission, bonus, interest, or rent, or entertainment expense incurred by such officer, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the Corporation to the full extent of such disallowance.

Section 4. President, National Health Plans.

The President, National Health Plans shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation, shall exercise general supervision and administration over all of its affairs with power to make all contracts in the conduct of the regular and ordinary business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

The President, National Health Plans shall have the general powers and duties of supervision and management usually vested in the office of the Chief Executive Officer of a corporation.

The President, National Health Plans may appoint and discharge agents and employees of the Corporation and fix their compensation subject to the general supervisory power of the Board of Directors, and do and perform such other duties as from time to time may be assigned to the President, National Health Plans by the Board of Directors and as may be authorized by law. The President, National Health Plans may also appoint additional agents to manage the day-to-day operations of the Corporation, subject to the management and oversight by the President, National Health Plans.

Section 5. Division President and Region President.

In the absence or disability of the President, National Health Plans, the Division President shall be the chief executive officer of the Corporation and shall have all the duties, power and authority given under these Bylaws to the President, National Health Plans. The Division President shall otherwise be the chief operating officer of the Corporation and shall, subject to the authority of the President, National Health Plans, have responsibility for the conduct and general supervision of the business operations of the Corporation. The Division President shall perform such other duties and have such other authority as may from time to time be delegated by the Board of Directors or the President, National Health Plans.

In the absence or disability of the Division President, a Region President, if any, shall have all the duties, power and authority given under these Bylaws to the President, National Health Plans, including the duties, power and authority of a chief executive officer in the absence or disability of the Division President. The Region President shall otherwise perform such duties and have such other authority as may from time to time be delegated by the Board of Directors or the President, National Health Plans.

In the absence of both the President, National Health Plans and the Division President, if any, the Region President, if any, shall have all the duties, power and authority given under these Bylaws to the chief executive officer. The Region President shall otherwise perform such duties and have such other authority as may from time to time be delegated by the Board of Directors, the President, National Health Plans or the Division President.

Section 6. Secretary.

The Secretary shall keep accurate records of the acts and proceedings of all meetings of Shareholder, Directors and committees of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the Shareholder and any meetings of the Board of Directors, and other notices required by law or these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall keep an account of stock registered and transferred in such manner and subject to such regulations as the Board of Directors may prescribe. The Secretary shall keep in safe custody the seal of the Corporation, and the Secretary or any other officer may affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature or by the signature of an Assistant Secretary. The Secretary shall be responsible for authenticating records of the Corporation. Notwithstanding the foregoing, unless otherwise required by law or the laws of the Commonwealth of Kentucky, the seal of the Corporation need not be affixed to any documents or instruments, nor must the Secretary or Assistant Secretary attest any such document or instrument. In the absence or disability of the Secretary or at the direction of the President, any Assistant Secretary or other officer designated by the Board of Directors may perform the duties and exercise the powers of the Secretary.

Section 7. Treasurer.

The Treasurer shall have custody of and be responsible for all funds and securities, receipts and disbursements of the Corporation, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit or cause to be deposited, all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or by the President, taking proper vouchers for such disbursements, and shall render to the President and Directors, whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation.

Section 8. Duties of Officers May Be Delegated.

During the absence of any duly appointed officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, the powers or duties, or any of them, of such officer to any other officer or employee of the Corporation. The Board may make such a delegation to any Director provided that, a majority of the entire Board of Directors concurs with such action.

Section 9. Execution of Instruments.

The Chief Executive Officer, any President, the Secretary, the Treasurer and any other officer duly appointed by the Board of Directors shall have power to execute and deliver on behalf and in the name of the Corporation any instrument requiring the signature of any officer of the Corporation, including deeds, contracts, mortgages, bonds, notes, debentures, checks, drafts, and other orders for the payment of money.

ARTICLE VI. Other

Section 1. Proxies.

Unless otherwise provided by the Board of Directors, the President may from time to time appoint an attorney or attorneys or agent or agents of the Corporation in the name and on behalf of the Corporation to cast any vote that the Corporation may be entitled to cast as a holder of stock or other securities of another corporation, at meetings of the holders of the stock or other securities of such other corporation, and may instruct the person or persons so appointed as to the manner of casting such vote or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation such written proxies or other instruments as the President may deem necessary or proper to convey such authority.

Section 2. Conflicting Interest Transactions of Directors or Officers.

Contracts and transactions of the Corporation in which a Director or officer may have a conflicting interest shall not be voidable solely because of the involvement or vote of such Director or officer in compliance with the provisions §271B.8-310 of the Act.

ARTICLE VII. Share Certificates

Section 1. Authorization and Issuance of Shares.

In accordance with the Act, the Board of Directors may authorize shares of any class or series provided for in the Articles to be issued for any consideration valid under the provisions of the Act. To the extent provided in the Articles, the Board of Directors shall determine the preferences, limitations, and relative rights of the shares.

Section 2. Share Certificates.

All shares issued by the Corporation shall be evidenced by a certificate or certificates. Each certificate of stock of the Corporation shall be numbered, shall be entered in the books of the Corporation, and shall be signed, either manually or in facsimile, by any one of the President, the Secretary, an Assistant Secretary, or the Treasurer or such other officer or officers as designated to sign such certificates, from time to time, by the Board of Directors. In any case in which any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been delivered by the Corporation, such certificate or certificates may nevertheless be delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature shall have been used thereon had not ceased to be such officer or officers. If a share certificate is signed in facsimile, then it shall be countersigned by a transfer agent or registered by a registrar other than the Corporation itself or an employee of the Corporation. The corporate seal need not be affixed to the share certificate. Each certificate representing shares shall set forth the information required by §271B.6-250 of the Act.

Section 3. Record of Shareholders.

The Corporation shall keep a record of the Shareholders of the Corporation which readily shows, in alphabetical order or by alphabetical index, and by classes of stock, the

names of the Shareholders, including those Shareholders entitled to vote, with the address of and the number of shares held by each.

Section 4. Lost Certificates.

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his or her legal representative, to give the Corporation a bond or other security in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 5. Transfers of Stock.

Transfers of stock shall be made on the books of the Corporation by the holder of such stock, or by an attorney lawfully constituted in writing, and upon surrender of the certificate therefor, or in the case of a certificate alleged to have been lost, stolen or destroyed, upon compliance with the provisions of Section 4 of this Article VII of these Bylaws.

Section 6. Registered Shareholders.

The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by Kentucky law.

ARTICLE VIII. Indemnification

The Corporation shall indemnify its officers and directors to the fullest extent applicable by law or statute, as the same may be amended and supplemented.

ARTICLE IX. Emergency Powers

Section 1. Power to Adopt.

Unless the Articles provide otherwise, the Board of Directors may adopt Bylaws to be effective only in an emergency subject to the provisions of §271B.2-070 of the Act, which Emergency Bylaws shall be subject to amendment or repeal by the Shareholders.

ARTICLE X. General Provisions

Section 1. Fiscal Year.

The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the fiscal year of the Corporation from time to time as it deems appropriate provided

such change is not in violation of any provision of the Internal Revenue Code of 1986, as amended, or in violation of any applicable state statute.

Section 2. Corporate Seal.

The seal of the Corporation shall be in the following form, to-wit:

The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. In the event it is inconvenient to use such a seal at any time, the signature of an officer of the Corporation followed by the word "Seal" or "Corporate Seal" enclosed in parentheses or quotations shall be deemed the seal of the Corporation.

Section 3. Inspection of Books and Records.

The inspection rights of Shareholders are provided under §§271B.16-020 and 271B.16-030 of the Act.

Section 4. Conflict with Articles.

In the event that any provision of these Bylaws conflicts with any provision of the Articles, the terms of the Articles shall govern.

Section 5. Dividends.

Subject to limitations imposed by Kentucky statutes, distributions to the Shareholders may be declared at such time or times, and in such amounts as the Board of Directors shall from time to time determine.

ARTICLE XI.
Amendments

Except as otherwise provided in these Bylaws, the Shareholders shall have the exclusive power to alter, amend or repeal these Bylaws or adopt new Bylaws by majority vote of the Shareholders.