

BY-LAWS

The BlueCross BlueShield of South Carolina Federal Government Programs Political Action Committee

ARTICLE I Offices

The principal office of BlueCross BlueShield of South Carolina Federal Government Programs Political Action Committee (“SC BluesSM FedPAC”) shall be located at Interstate 20 at Alpine Road, Columbia, South Carolina, 29219-0001.

ARTICLE II Purpose and Powers

The purpose of SC Blues FedPAC is to promote good citizenship and further business interests that are of concern to the shareholders and employees of (the “Company”) and its affiliates through participation in the elective process at the federal, state and local levels of government and to accept voluntary contributions and make contributions and expenditures in order to encourage the election of qualified, informed and constructive candidates for office or to support or oppose any political party committee, political committee or any resolution or ballot issue.

ARTICLE III Members

SC Blues FedPAC shall be a voluntary organization open to all individuals employed by the Company and its affiliates who are paid on a salary rather than on an hourly basis and who have policymaking, managerial, professional or supervisory responsibilities as defined in 11 C.F.R. § 114.1(c). SC Blues FedPAC shall be independent of any political party, candidate or organization except that it shall be a separate segregated fund of the Company. SC Blues FedPAC is affiliated with BluePACSM, the BlueCross BlueShield Association Political Action Committee, in accordance with 11 C.F.R. §100.5(g).

ARTICLE IV Board of Directors

Section 1. *General.* The SC Blues FedPAC Board of Directors shall consist of no fewer than three directors, one of whom shall be the SC Blues FedPAC Chairman and who shall also act as Chairman of the SC Blues FedPAC Board of Directors. The President/Chief Executive Officer of the Company shall appoint the initial directors. Directors shall serve for such terms as may be determined by the President/Chief Executive Officer of the Company. Directors shall serve in their position until a successor is chosen and qualified or until their earlier removal or upon their leaving the employ of the Company or its affiliates.

Section 2. *Removal, Vacancy and Replacement of Directors.* The President/Chief Executive Officer of the Company may remove directors of SC Blues FedPAC. After the initial appointment of directors, the Chairman of SC Blues FedPAC shall fill vacancies.

Section 3. *Meetings of the Directors.* The Chairman shall preside over the meetings of the directors. A meeting shall be called by the Chairman or whenever any officer finds it necessary that a matter relating to the affairs of SC Blues FedPAC be considered at such meeting. Notice of meetings, stating their times and places, shall be given to each director at least 24 hours before the meeting. A director may waive notice of any meeting by signing a written waiver of notice or by attending the meeting. All votes shall be cast in person or the directors may participate in a meeting by means of telephone or by tally method where there is a survey of the votes of the directors. There shall be no voting by proxy. A meeting of the directors of SC Blues FedPAC is required (a) to determine the broad criteria for determination of to whom or on whose behalf contributions or expenditures will be made to support or oppose the candidacy, nomination and election of candidates for federal, state or local office, or to support or oppose any resolution or ballot issue, (b) to propose an amendment to the Articles of Organization or these By-Laws, (c) to determine the dispositions of funds belonging to SC Blues FedPAC upon its dissolution and (d) such other matters as may be determined from time to time by the officers or directors. In lieu of a meeting, the directors may act on behalf of SC Blues FedPAC through a unanimous written consent signed by all directors.

Section 4. *Required Vote.* In the case of a vote on any matter specified in Article IV, Section 3 of these By-Laws, a majority of the directors present at a meeting shall constitute a quorum to conduct business at that meeting. The affirmative vote of a majority of the directors shall be the action of SC Blues FedPAC. In the event of a tie vote, the vote of the Chairman shall be determinative.

ARTICLE V

Officers

Section 1. *General.* SC Blues FedPAC shall have no fewer than three officers. The officers shall include a Chairman, a Treasurer and an Assistant Treasurer, and may consist of such other officers as the Board of Directors of SC Blues FedPAC deems necessary. Any number of offices may be held by the same person except as otherwise prohibited by law, the Articles of Organization of SC BLUES FEDPAC or by these By-Laws.

Section 2. *Appointment.* Officers shall be appointed by a vote of the Board of Directors of SC Blues FedPAC. The officers of SC Blues FedPAC shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined from time to time by a vote of the Board of Directors of SC Blues FedPAC. All officers shall hold office until their successors are chosen and qualified or until their earlier removal.

Section 3. *Removal, Vacancy and Replacement of Directors.* The Board of Directors of SC Blues FedPAC may remove officers of SC Blues FedPAC. In the event of a vacancy in an officer position of SC Blues FedPAC, other than the Chairman, that vacancy shall be filled by a vote of the Board of Directors of SC Blues FedPAC. If there is a vacancy in the Chairmanship of SC Blues FedPAC, that position shall be filled by the appointment of the President/Chief Executive Officer of the Company.

Section 4. *The Officers.* The officers of SC Blues FedPAC shall direct the affairs of SC Blues FedPAC and do such things as may be necessary or desirable to attain its purposes.

Section 5. *Chairman.* The Chairman shall be the chief executive officer of SC Blues FedPAC.

Section 6. *Treasurer.* The Treasurer shall be the chief financial officer of SC Blues FedPAC. Subject to the provisions of the Articles of Organization and applicable law, the Treasurer shall have the custody of all funds, shall keep full and accurate accounts of receipts and disbursements in books belonging to SC Blues FedPAC, shall cause all funds to be deposited and keep detailed accounts, records, bills and receipts in a manner authorized by SC Blues FedPAC. The Treasurer shall disburse the funds of SC Blues FedPAC as may be ordered by the Board of Directors of SC Blues FedPAC, taking proper documentation for such disbursements. The Treasurer shall also prepare, sign, file and maintain copies of all reports concerning the activities of SC Blues FedPAC.

Section 7. *Other Officers.* Such other officers as the Board of Directors of SC Blues FedPAC may choose, shall perform such duties and have such powers as from time to time may be assigned to them by the Board of Directors of SC Blues FedPAC.

ARTICLE VI

Solicitation of Voluntary Contributions

Section 1. *Solicitations.* SC Blues FedPAC may, pursuant to applicable law, solicit and accept voluntary political contributions from executives, administrative personnel and stockholders of the Company and its related companies, insofar as it may be lawful.

Section 2. *Deposits of Funds.* Voluntary political contributions received by SC Blues FedPAC shall be deposited by the Treasurer (or his agent) in a checking account or similar transaction account designated by the Treasurer as the depository of SC Blues FedPAC. Except as provided by applicable law, all voluntary contributions shall be deposited within 10 days of the Treasurer's receipt thereof. Funds in the depository account, and any other accounts maintained by the Treasurer on behalf of SC Blues FedPAC, shall be reported, maintained and disbursed from said accounts in accordance with applicable law.

Section 3. *Investment of Funds.* Funds may be transferred from the depository account for investment purposes, but shall be returned to the depository account before being used to make contributions or expenditures to or on behalf of federal, state or local candidates, or in support or in opposition to any resolution or ballot issue.

Section 4. *No Commingling.* No funds belong to SC Blues FedPAC shall be commingled with any personal funds of any individual or any funds of any entity other than SC Blues FedPAC.

ARTICLE VII

Contributions and Expenditures

Section 1. *Contributions.* The Treasurer shall cause to be made such disbursement or disbursements in support of or in opposition to federal, state or local candidates or in support of or in opposition to any resolution or ballot issue as shall be determined by the vote of the Board of Directors of SC Blues FedPAC. In no event shall such disbursements to or on behalf of any single candidate or political committee or political committees, or the aggregate of all disbursements made to or on behalf of all candidates, exceed any maximum amounts applicable to SC Blues FedPAC pursuant to applicable law.

Section 2. *Other Expenditures.* In accordance with applicable law, SC Blues FedPAC may make such other expenditures, contributions and disbursements as may be authorized by the Board of Directors of SC Blues FedPAC.

ARTICLE VIII
Amendments to By-Laws

These By-Laws may be amended or repealed, or new By-Laws may be proposed and adopted, in whole or in part, by the vote of the Board of Directors of SC Blues FedPAC.