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December 3, 2002

VIA FACSIMILE (202-208-3333)

Mary Dove
Acting Commission Secretary
Federal Election Commission
999 E Street N.W.
Washington D.C. 20463

AO 2002-12
Comments on Draft

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL
2002 DEC -3 P 5 25

Dear Ms. Dove:

On behalf of American Medical Security, Inc., we have the following comments on Draft Advisory Opinion 2002-12 to be considered at the Commission's December 5, 2002 meeting:

- Page 7, lines 8-9 – A vote of 80 percent of the outstanding shares is required to *remove – not elect –* a company director. *See Exhibit G to July 24, 2002 Correspondence, Restated Articles of Incorporation of AMSG, Article V, Paragraph b.* (“A director may be removed from office only by affirmative vote of at least 80 percent of the outstanding shares entitled to vote for the election of such director....”). Only *after* a director has been removed will a resulting vacancy be filled by an 80 percent affirmative vote of outstanding shares. In all other instances, a vacancy is filled by the remaining members of the Board or, in the absence of action by the remaining directors, by the shareholders. If elected by the shareholders, directors are elected by a plurality of votes cast by shares entitled to vote in an election at a shareholders’ meeting at which a quorum is present. A majority vote of the outstanding shares constitutes a quorum. “Plurality” means that the individuals who receive the largest number of votes are elected as directors up to the maximum number of directors to be chosen in the election.
- Page 11, lines 3-4 – Same revision necessary: a vote of 80 percent of the outstanding shares is required to *remove – not elect –* a company director. *Id.*

Please let us know if you have any questions or need any additional information in connection with these suggested revisions.

Mary Dove
Federal Election Commission
December 3, 2002
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Sincerely,

LA FOLLETTE GODFREY & KAHN

A handwritten signature in black ink, appearing to read "B. Williamson", written over the firm name.

Brady C. Williamson
Mike B. Wittenwyler

cc: Anne A. Weissenborn / Office of General Counsel
(via facsimile (202-219-3923))

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FAX COVER SHEET

DATE: December 3, 2002

PAGES (INCLUDING COVER): 3

TO: Anne A. Weissenborn FAX: 202-219-3923
COMPANY: Federal Election Commission

FROM: Mike Wittenwyler
608-284-2616

MESSAGE:

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