

RURAL MUTUAL  
INSURANCE  
COMPANY

BY-LAWS

AMENDED  
1970

WILLINK & THOMPSON

ATTORNEYS AT LAW  
FIRST FEDERAL BUILDING  
202 STATE STREET  
MADISON, WISCONSIN 53703  
TELEPHONE 257-2291

DONALD D. WILLINK  
DALE R. THOMPSON

April 6, 1970

Mr. Fay J. Meade, Secretary  
Rural Mutual Insurance Company  
P.O. Box 1149  
Madison, Wisconsin 53701

Re: Amendment of By-Laws  
Rural Mutual Insurance Company

Dear Fay:

The complete amendment of the by-laws of Rural Mutual as adopted on March 19, 1970 have now been filed with the Department of Insurance.

Enclosed for your file is a duplicate copy of the by-laws as certified and filed with the Department showing the file stamp thereon of the Department.

Sincerely,

WILLINK & THOMPSON



Donald D. Willink  
DDW/ah  
enc.

cc: Howard D. Wright

CERTIFICATION OF AMENDMENT OF BY-LAWS



STATE OF WISCONSIN)  
  ) ss.  
COUNTY OF DANE                    )

Neelian O. Nelson, President and Fay J. Meade, Secretary, certify that they are, respectively, the President and Secretary of RURAL MUTUAL INSURANCE COMPANY; that a resolution was adopted by the board of directors of said company at a regular meeting held on the 19th day of March, 1970 amending the by-laws of the company in their entirety to read as set forth on Exhibit A which is attached hereto and incorporated herein by reference; that said resolution was adopted by the affirmative vote of all of the directors of said company; and that said Exhibit A is a true, correct and complete copy of the by-laws of said company as so amended.

IN WITNESS WHEREOF, we, the said Neelian O. Nelson, President, and Fay J. Meade, Secretary of said Rural Mutual Insurance Company have hereto set our hands and have caused the corporate seal of the said corporation to be affixed hereto at Madison, Wisconsin, this 30th day of March, 1970.

(Corporate Seal)

Neelian O. Nelson  
President

Fay J. Meade  
Secretary

**Filed**  
APR 1 1970  
State of Wisconsin  
Office of the  
Commissioner of Insurance

BY-LAWS  
OF  
RURAL MUTUAL INSURANCE COMPANY

ARTICLE I. OFFICES

The principal office of the corporation shall be located in the City of Madison, Dane County, Wisconsin. The corporation may have such other offices, either within or without the State of Wisconsin, as the business of the corporation may require from time to time.

ARTICLE II. MEMBERS OF THE CORPORATION

Section 1. Qualifications for Membership. Members of the Wisconsin Farm Bureau Federation, Cooperative and other persons enjoying derivatively the incidents of membership in the Wisconsin Farm Bureau Federation, Cooperative in accordance with its Articles of Association, By-Laws and membership policy shall constitute the exclusive class entitled to insurance and membership in this corporation; provided that other persons or classes shall be entitled to such insurance, other than automobile insurance, and membership if approved by the Board of Directors. Each policyholder shall be a member and shall have one vote.

Section 2. Annual Meeting. The annual meeting of members shall be held at the home office of the Company, unless a different place is fixed by the Board of Directors, on the third Friday of

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State of Wisconsin  
Office of the  
Commissioner of Insurance

November at 10:00 A.M. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The Board of Directors may change the date of the annual meeting to any date within 60 days prior to or succeeding the date fixed in this section. After it has convened, any annual meeting may be recessed to a later date, whether certain or to be determined by the Board of Directors, to consider the annual report or for the transaction of any other business.

Section 3. Special Meetings. Special meetings of the members shall be held at such place in the State of Wisconsin, and at such time as shall be specified in the notice thereof. Special meetings shall be called by the Secretary. The Secretary shall not call a special meeting unless requested to do so as herein provided. Whenever the President, or a majority of the Board of Directors, or not less than 20% of the members shall file with the Secretary, not less than sixty days before it is proposed to hold a special meeting of the members, a written request for a special meeting, stating the time, place and purpose of such meeting, the Secretary shall call such special meeting to be held at the time and place so requested.

Section 4. Notice of Meetings. Notice of annual or special meetings may be given:

- (a) by mail to each member; or

- (b) by publication in the official newspaper of the Wisconsin Farm Bureau Federation, Cooperative; or
- (c) by publication once each week for two successive weeks in the official state paper of the State of Wisconsin.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. The date of deposit, if mailed, or date of last publication, if published, shall be not less than 10 nor more than 50 days prior to the meeting.

Section 5. Quorum. Ten members present at any meeting shall constitute a quorum.

Section 6. Voting. Each member shall be entitled to one vote, in person or by proxy, at all meetings of members. Any proxy, or evidence of the right to cast any proxy vote, shall be filed with the Secretary of the corporation at least 5 days prior to the date of the meeting.

### ARTICLE III. DIRECTORS

Section 1. Reference to Articles of Incorporation. The number of directors, term of office, method of election, filling of vacancies, and quorum requirements shall be as provided in the articles of incorporation.

Section 2. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Wisconsin as the place for holding any special meeting of the Board of Directors called by them.

Section 4. Notice of Special Meetings. Notice of any special meeting shall be given at least 48 hours previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any director of the corporation under the articles of incorporation or by-laws or any provision of

law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the articles of incorporation or these by-laws.

Section 6. Compensation. The Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, may establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee. The board of directors also shall have authority to provide for, or to delegate authority to provide for, reasonable pensions, disability or death



benefits, and other benefits or payments, to directors, officers and employees and to their estates, families, dependents or beneficiaries on account of prior services rendered by such directors, officers and employees to the corporation.

Section 7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. Informal Action Without Meeting. Any action required or permitted by the articles of incorporation or by-laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

Section 9. Bonds, Insurance, Audits and Records. The Board shall:

- (a) Require every officer and employee to whom funds or other property of the corporation is entrusted or who is empowered

to dispose or authorize disbursement of its funds, or is charged with making or keeping records, to furnish at the expense of the corporation bond in such amount as the directors shall determine.

- (b) Provide for adequate insurance of the property of the corporation and property in its possession, and not otherwise adequately insured and for adequate insurance covering liability to employees and the public.
- (c) At the close of each fiscal year or at such other times as it shall determine, procure an audit of the books and accounts of the corporation by a competent agency of its selection.
- (d) Cause to be kept correct and complete books and records of account, minutes of the proceedings of meetings of its members and the Board of Directors, and at its principal office records of the names and addresses of all of its members.

#### ARTICLE IV. OFFICERS

Section 1. General Officers. The general officers of the corporation shall be a President, a First Vice President, an Executive Vice President, a Secretary and a Treasurer. The Board of Directors may also appoint additional officers as hereinafter provided by these by-laws.

Section 2. President. The principal duties of the President shall be to preside at all meetings of the members and of the Board of Directors and he shall perform such other duties and have such authority as may be prescribed by the Board of Directors.

Section 3. First Vice President. The principal duties of the First Vice President shall be to discharge the duties of the President in the event of the absence or disability of the latter. He shall perform such other duties and have such authority as may be prescribed by the Board of Directors.

Section 4. Executive Vice President. The Executive Vice President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. He shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. The continued employment of such agents and employees shall be at the discretion of the Executive Vice President, subject to contract rights. He or his designee may sign, alone or with the Secretary or any other authorized officer of the corporation, on behalf of the corporation, deeds, mortgages, bonds, contracts and any other corporate papers or instruments except only in cases where

the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and he shall perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Vice Presidents - Operations. The Board of Directors may appoint any number of Vice Presidents - Operations, in each instance the office to be designated as the Vice President of a particular division, department or function of the corporation. Subject to such rules as may be prescribed by the Board of Directors, their powers and duties shall be as determined by the Executive Vice President.

Section 6. Secretary. The principal duties of the Secretary shall be:

- (a) To keep the minutes of the meetings of the members and the Board of Directors;
- (b) To see that all notices are duly given in accordance with the provisions of these by-laws and as required by law;
- (c) To be custodian of the seal of the corporation and to affix the same or permit affixing thereof as authorized and as required;
- (d) In general to perform such other duties and exercise such authority as from time to time may be prescribed by the Board of Directors.

Section 7. Treasurer. The principal duties of the Treasurer shall be to have charge and custody of and be responsible for all funds and securities of the corporation that come into his hands and in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the Executive Vice President.

Section 8. Assistant Secretaries. The Board of Directors may appoint any number of Assistant Secretaries. The Assistant Secretaries may sign, with the President or Executive Vice President, any corporate papers or instruments, and affix the seal of the corporation thereto, except as otherwise directed by the Board of Directors. The Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by, and shall be accountable and responsible to, the Executive Vice President, or another person designated by the Executive Vice President. In the event of the absence or disability of the Secretary, any of the responsibilities of the Secretary may be assigned to an Assistant Secretary by action of the Board of Directors.

Section 9. Assistant Treasurers. The Board of Directors may appoint any number of Assistant Treasurers. The Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by, and shall be accountable and responsible to, the Executive Vice

President, or another person designated by the Executive Vice President. In the event of the absence or disability of the Treasurer, any of the responsibilities of the Treasurer may be assigned to an Assistant Treasurer by direction of the Executive Vice President.

Section 10. Other Officers. The Board of Directors may appoint such other officers as it may deem advisable, and prescribe the titles, duties and responsibilities thereof, and may delegate to the Executive Vice President the establishment of such duties and responsibilities.

Section 11. Election and Term of Office. The officers shall ordinarily be elected or appointed annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members, or as soon thereafter as conveniently may be; provided that officers may be elected or appointed at any time or from time to time by the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or appointed, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 12. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 13. Vacancies. A vacancy in any general office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term, and a vacancy in any other office may be so filled by the Board of Directors.

Section 14. Compensation. The compensation, if any, of the President, First Vice President and Executive Vice President shall be fixed from time to time by the Board of Directors. The compensation of all other officers shall be established in a manner approved by the Board of Directors.

#### ARTICLE V. MISCELLANEOUS

Section 1. Nonassessable Policies. The corporation shall maintain such reserves and guaranty funds as are required by law to enable it to issue policies without a contingent mutual liability. The Board of Directors may, from time to time, by resolution, provide for the establishment and maintenance of such additional reserves and guaranty funds, if any, as they may deem proper or as may be required by law.

Section 2. Dividends. The power to return or cause to be returned on policies, savings or dividends, is vested exclusively in the Board of Directors, and in the exercise of such power the Board may within its sole discretion determine whether, in what

manner and to what extent unabsorbed or unused premiums, savings, or dividends shall be distributed among the policyholders or any particular class or classes thereof.

Section 3. Indemnification. Any person made a party to or threatened with any civil, criminal or administrative action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney fees, actually and necessarily incurred by him in connection with such action, suit or proceeding, or in connection with any appeal therein, except as to matters as to which such director, officer or employee is guilty of negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from this by-law.

Section 4. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed



by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

Section 6. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under authority of the Board of Directors.

Section 7. Fiscal Year. The fiscal year of the corporation shall commence with the first day of January of each year and terminate with the 31st day of December of each year.

Section 8. Corporate Seal. The corporate seal of the corporation shall consist of an outer and inner circle. In the space between the two circles shall be the words "RURAL MUTUAL INSURANCE COMPANY". Within the inner circle shall be the words "Corporate Seal".

#### ARTICLE VI. AMENDMENTS

These by-laws may be amended by a vote of three-fourths of the members voting at an annual or special meeting or at any regular or special meeting of the Board of Directors by a vote of two-thirds of the entire Board.