

CONVERSION

of

**SENECA, SIGEL MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

with and into

**LEBANON-CLYMAN MUTUAL INSURANCE COMPANY,
a Chapter 612 mutual insurance company,**

which shall convert into

**LEBANON SENECA MUTUAL INSURANCE COMPANY,
a Chapter 611 mutual insurance company**

<p>BYLAWS OF LEBANON SENECA MUTUAL INSURANCE COMPANY EXHIBIT D TO PLAN OF CONVERSION</p>

Filed with the Wisconsin Office of the Commissioner of Insurance

September 9, 2024

**AMENDED AND RESTATED
BYLAWS OF
LEBANON SENECA MUTUAL INSURANCE COMPANY**

Bylaws Adopted Effective _____, 2024

These Amended and Restated Bylaws (these “Restated Bylaws”) of Lebanon Seneca Mutual Insurance Company, a Wisconsin mutual insurance corporation (the “Company”), have been adopted and approved in connection with the Company’s conversion from a town mutual insurance corporation organized under Chapter 612 of the Wisconsin Statutes into a mutual insurance corporation organized under Chapter 611 of the Wisconsin Statutes. These Restated Bylaws supersede and take the place of the heretofore existing bylaws of the Company, and all amendments thereto. It is hereby mutually understood and agreed by and between the Company and each policyholder, that any policyholder’s policies are made and accepted with reference to these Restated Bylaws and the articles of incorporation of the Company, which are hereby declared to be part of such policies and contracts. The primary authority for corporate governance of the Company shall be these Restated Bylaws and the articles of incorporation of the Company (the “Articles of Incorporation”). These Restated Bylaws and the Articles of Incorporation supersede any documents, policies, or procedures adopted, approved or enacted by the board of directors of the Company (the “Board”), management or policyholders of the Company that conflict with or contradict the terms herein and therein.

**ARTICLE 1
Corporate Offices**

Section 1.1. Principal and Business Offices. The principal and business offices of the Company will be located within the State of Wisconsin. As of the effective date of these Bylaws, the principal and business office of the Company will be located at N1826 County Road R, Lebanon, Wisconsin. In addition, the Company will have a second business office located at 6541 Cameron Avenue, Vesper, Wisconsin. The Company shall conduct business at both locations for a period of at least five (5) years following the effective date of these Bylaws, unless two-thirds (2/3) majority of the Directors determine that it is no longer necessary to maintain either office and it is fiscally responsible to close such location.

**ARTICLE 2
Members**

Section 2.1. Members. The members of the Company (the “Members”) shall be the named insureds to whom Company has issued a policy while such policy is in force.

Section 2.2. Annual Meetings. The annual meeting of Members will be on the first Saturday after the first Monday in April of each year at 1:00 P.M. at the principal office of the Company, or at such other date, time and place as shall be designated by the Board and fixed and stated in the notice thereof.

Section 2.3. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by law or by the Articles of Incorporation, may be called by

the Board, and shall be called by the Chairperson or Secretary upon the written petition of at least twenty percent (20%) of the Members.

Section 2.4. Place of Meetings. Each annual meeting of the Members shall be held in Dodge County, Wisconsin, or such other place as shall be designated by the Board and fixed and stated in the notice thereof. Special meetings shall be held at such place as shall be designated by the Board and fixed and stated in the notice thereof.

Section 2.5. Notice of Meetings. Except as otherwise expressly required by law, notice of the annual meeting of the Members shall be printed conspicuously on each policy or given by such other reasonable manner as the Board may decide. Notice of a special meeting of the Members shall be given to each Member in writing not less than ten (10) nor more than ninety (90) days before the date of such special meeting. Each such notice shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 2.6. Quorum and Voting.

(a) **Quorum.** At any meeting of the Members, ten (10) Members entitled to vote on the issue and present in person shall constitute a quorum for all purposes, unless the representation of a larger number shall be required by law or by the Articles of Incorporation.

(b) **Voting.** Unless otherwise provided in these Bylaws or in the Articles of Incorporation, if a quorum is present, the affirmative vote of the majority of the Members represented at the meeting in person and entitled to vote on the subject matter shall be the act of the Members.

(c) **Mandatory and Optional Voting Rights.** Members have the right to vote on conversion, voluntary dissolution, amendment of the articles, and the election of all directors, as required under Wis. Stat. § 611.42(2)(a).

Section 2.7. Proxies. Members may not vote by proxy.

Section 2.8. Waiver of Notice. Whenever any type of notice is required to be given to any Member under the Articles of Incorporation, these Bylaws or any provision of law, a written waiver of such notice signed by the Member entitled to such notice at any time, whether before or after the time of the meeting, shall be deemed equivalent to the giving of such notice, provided that such waiver contains the same information as would have been required by law to be included in such notice, except for the time and place of meeting. The attendance of any Member at a meeting shall constitute a waiver of notice of such meeting, except where the Member attends a meeting and at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting.

Section 2.9 Annual Meeting Protocol. If present, the chairperson of the Board (the “Chairperson”) shall preside at all meetings of the Members. In the Chairperson’s absence, the Vice Chairperson of the Board (the “Vice Chairperson”) or the CEO of the Company may preside at the Board’s discretion. In the absence of the Chairperson, Vice Chairperson and CEO of the Company, any person chosen by the Members present shall preside at the meeting of Members. The Secretary of the Company shall act as secretary of all meetings of the Members, but, in the

absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

ARTICLE 3 Board of Directors

Section 3.1. General Powers. The corporate powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be controlled by, the Board.

Section 3.2. Number, Classes and Term; Qualification.

(a) The number of directors of the Company shall be set from time to time through resolution of the Board but shall not be less than nine (9) nor more than twelve (12) (each, a “Director” and collectively, the “Directors”). The Directors shall be divided (to the extent possible) into three (3) classes that are equal in number; provided, however, that no class may contain fewer than three (3) Directors. At each annual meeting, one of the classes shall be elected for a term of three (3) years. Directors can serve an unlimited number of consecutive terms with no limitation on number of terms served.

(b) Each Director must be a Member of the Company.

Section 3.3. Nomination and Election.

(a) As of the effective date of these Bylaws, there shall be twelve (12) Directors (the “Initial Directors”). The Initial Directors shall be divided into three roughly equal classes and serve terms that expire at the annual meeting of the Members in 2026, 2027, or 2028. Each Initial Director’s assigned class and initial term expiration date shall be set forth in the resolutions adopting these Bylaws. Thereafter, all potential Directors must be nominated prior to their election by either (i) the Directors or (ii) the Members, in accordance with Section 3.3(b) below. All Directors, except the Initial Directors and those elected by the Board to fill a vacant position, shall be elected by the Members at each annual meeting of the Members.

(b) **Nomination Procedure.**

(i) **By the Board.** At least sixty (60) days prior to the annual meeting of Members, the Board shall nominate a candidate to replace each Director whose term of office will expire on the date of such annual meeting and shall file the name of each such candidate and the name of the Director such candidate has been nominated to replace with the Secretary. Any nomination by the Board to fill a Director seat must be made by at least a majority of the incumbent Directors currently in office, not including the Director who the nominee would be nominated to replace (who shall abstain from any such vote). Provided that a given individual serving as a Director has not reached the term limit set in Section 3.2(a), such an individual may be nominated as a candidate to be reelected to a Director position, as opposed to being replaced by a different individual.

(ii) **By the Members.** Any one hundred (100) Members may also nominate candidates to succeed the Directors whose terms will expire at any annual meeting by filing

with the Secretary by December 31 before such annual meeting a certificate signed by each of such Members and setting forth (1) their full names and addresses, (2) the name and address of each candidate nominated to fill a Director position, (3) the name of the currently serving Director each such candidate has been nominated to replace, and (4) a signed, written acceptance of the nomination from each candidate.

Each candidate nominated by the Board or the Members will run for office only against the Director whom such candidate has been nominated to replace as shown in the nominations filed with the Secretary. Each Director position shall be filled by the individual with the largest number of Member votes. An incumbent Director facing no candidate to replace such director may be automatically reelected without any further action by the Board or Members, unless such Director has reached the term limit set in Section 3.2(a)

No candidate not nominated pursuant to the procedures described in this Section 3.3(b) shall be voted upon by the Members. The names of each candidate and the Director such candidate has been nominated to replace shall be made known by the Secretary to any Member upon request.

Section 3.4. Resignations. Any Director may resign at any time by giving written notice to the CEO or the Chairperson of the Company. Such resignation shall take effect at the time specified therein or, if the time is not specified, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5. Removal. A Director may be removed by the Members only at a meeting called for the purpose of removing such Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is to remove a Director.

Section 3.6. Vacancies. Subject to Section 3.3, whenever any vacancy on the Board shall occur by death, resignation, removal or otherwise, the remaining Directors at a meeting called for that purpose or at any regular meeting shall by majority vote elect a Director or Directors to fill such vacancy or vacancies until the expiration of the term. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs as provided above, but the new Director may not take office until after the vacancy occurs.

Section 3.7. Annual and Regular Meetings of the Board. The Board shall hold an annual meeting of the Board which shall take place immediately following and at the same place as the annual meeting of the Members, or at such other time and place as the Board determines, and shall hold at least four (4) additional regular meetings per year at such times and places as the Board shall from time to time determine.

Section 3.8. Special Meetings of the Board. Special meetings of the Board shall be held whenever called by the Chairperson, such other officer of the Company as may be designated by resolution adopted by the Board, or by any two (2) Directors then in office.

Section 3.9. Place of Meetings. Except as otherwise provided by law, the Board may hold its meetings and may have an office and keep the books of the Company in such place or places within the State of Wisconsin as the Board may determine. If no place is fixed for a meeting, the

place of the meeting shall be the principal business office of the Company in the State of Wisconsin.

Section 3.10. Notice. Annual meetings of the Board may be held with or without notice. Notice of any regular and special meeting shall be mailed to each Director addressed to the Director at his or her residence or usual place of business at least five (5) days before the date on which the meeting is to be held, or shall be sent to him or her at such place electronically or delivered personally or by telephone, not later than twenty-four (24) hours before the day on which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

Section 3.11. Quorum and Voting.

(a) **Quorum.** Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of affairs and business of the Company. If a quorum is not present at any meeting of the Board, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(b) **Voting.** Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.12. Waiver of Notice. Whenever any type of notice is required to be given to any Director under the Articles of Incorporation, Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of the 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, unless that Director objects at the beginning of such meeting or promptly upon arrival at such meeting to the transaction of any business because the meeting was not lawfully called or convened and thereafter does not vote or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 3.13. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws or any provision of law to be taken by the Board 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 entitled to vote with respect to such action.

Section 3.14. Meeting by Electronic Communication. Meetings of the Board may be conducted through the use of any means of communication (i) by which all participating Directors may simultaneously hear each other during the meeting or (ii) by which all communication is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Prior to beginning such meeting, all Directors shall be informed that a meeting is being conducted at which official business may

be transacted. A Director participating in such meeting is deemed to be present in person at the meeting

Section 3.15. Conduct of Meetings. It shall be the duty of the Chairperson to set the agenda for meetings of Members and for Board and executive committee (if an executive committee has been created by the Board) meetings and to preside at such meetings. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson's absence. The Secretary shall act as secretary of all Board meetings, but in the Secretary's absence, the presiding officer may appoint any Director, or any officer of the Company present to act as secretary of the meeting. The presiding officer of the meeting shall assign a person to prepare the minutes of the proceedings of its Board.

Section 3.16. Compensation. The Board, 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 Company as Directors, officers or otherwise, or may delegate such authority to an appropriate committee. The Board also shall have authority to provide for, or to delegate authority to an appropriate committee 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 to the Company by such Directors, officers and employees.

Section 3.17. Committees. The Board may, by resolution adopted by a majority of the Directors fixed in accordance with the Bylaws, designate one or more committees, including without limitation an executive committee. Each such committee shall consist of three (3) or more Directors. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The Board shall have the power to change the members of any such committee at any time, to fill vacancies on such committee and to discharge any such committee, either with or without cause, at any time. Except as otherwise provided by law, or to the extent provided in the resolution of the Board or in these Bylaws, a committee designated pursuant to this Section 3.17 may exercise all powers and authority of the Board in managing the business and affairs of the Company. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of its activities as the Board may request. The Chairperson shall preside at the meetings of any such committee, unless otherwise designated by the Board.

ARTICLE 4

Officers

Section 4.1. Number. The principal officers of the Company shall consist of the chief executive officer (the "CEO"), the chief operating officer (the "COO"), the chairperson of the Board (the "Chairperson"), the vice chairperson of the Board (the "Vice Chairperson"), a secretary (the "Secretary"), and a treasurer (the "Treasurer"). Each office must be held by a separate individual. Such other officers as may be deemed necessary may be elected or appointed by the Board. The duties of the officers shall be those enumerated herein and as designated by the CEO or by the Board.

Section 4.2. Election, Term of Office, Qualification. The officers of the Company shall be elected or appointed annually by the Board at the annual meeting of the Board. If the election or appointment of officers shall not be held at such meeting, such election or appointment shall be

held as soon thereafter as is convenient. Each officer shall hold office until the next annual meeting of the Board, or until his or her successor is elected or appointed by the Board, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 4.3. Removal. Any officer or agent of the Company may be removed by the Board, with or without cause, whenever in the judgment of the Board the best interests of the Company 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 itself create such contractual rights.

Section 4.4. Vacancies. A vacancy in any office by reason of death, resignation, removal, or disqualification of any officer, or of any other cause shall be filled by the Board for the unexpired portion of the term.

Section 4.5. Chief Executive Officer. The CEO shall, subject to the control of the Board, supervise and control the day-to-day business and affairs of the Company. The CEO shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Company as the CEO shall deem necessary, to prescribe the powers, duties and compensation of such agents and employees, and to delegate authority to them. Such agents and employees shall continue in their positions with the Company at the discretion of the CEO. The CEO shall have authority to sign, execute and acknowledge, on behalf of the Company, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the normal and regular course of the Company's business, and which shall be authorized by resolution of the Board. Except as otherwise provided by law or the Board, the CEO may authorize any other officer or agent of the Company to sign, execute and acknowledge such documents or instruments in the CEO's place and stead. In general, the CEO shall perform all duties incident to the office of the chief executive officer and such other duties as may be prescribed by the Board from time to time.

Section 4.6 Chief Operating Officer. Subject to the oversight of the CEO, the COO shall exercise direction and control over the day-to-day operations of the Company. In the absence of the CEO or in the event of his or her inability or refusal to act, the shall perform all of the duties of the CEO, and when so acting, shall have all the powers of and be subject to all the restrictions upon the CEO. In general, the COO shall perform all duties incident to the office of the chief operating officer and such other duties and such authorities as from time to time may be delegated or assigned such person by the Chairperson of the Board, the CEO, or the Board.

Section 4.7 Chairperson. The Chairperson shall preside at all meetings of the Board. If The Board delegates the power to do so, the Chairperson of the Board shall appoint all members of committees and name the chairperson of such committees. The Chairperson of the Board shall have such other powers and duties as may be prescribed by the Board.

Section 4.8 Vice Chairperson. The Vice Chairperson shall be vested with all powers and shall perform all the duties of the Chairperson of the Board in case of the absence or disability of the Chairperson of the Board. The Vice Chairperson shall perform such other duties and have such authorities as from time to time may be delegated or assigned such person by the Chairperson of the Board, the CEO, or the Board.

Section 4.9. Secretary. The Secretary shall attend all meetings of the Board and all meetings of the Members and record all votes and minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees of the Board when required. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary shall be custodian of the corporate records and shall keep or arrange for the keeping of a register of the post office address of each Member of the Company which shall be furnished to the Secretary by such Member. The Secretary shall, in general, perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the CEO or by the Board.

Section 4.10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Company. The Treasurer shall receive and give receipt for moneys due and payable to the Company in such banks, trust companies or other depositories as the Board may designate. The Treasurer shall 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 the Treasurer by the CEO or by the Board. If required by the Board, the Treasurer shall give a bond for faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine.

Section 4.11. Other Officers. Such other officers, assistant officers, agents and clerks as the Board may appoint shall perform such duties as may be assigned to them by the Board or by the officers of the Company.

Section 4.12. Salaries. The salary of the CEO shall be fixed from time to time by the Board or if duly authorized by the Board, a committee thereof or the Chairperson. No officer shall be prevented from receiving a salary by reason of also being a Director.

ARTICLE 5

Indemnification of Directors, Officers and Employees

Section 5.1. Indemnification. The Company shall, to the extent required by Wis. Stat. §§ 181.0871 to 181.0881 and 181.0889, as they may be amended from time to time, indemnify its Directors, officers and employees against expenses they reasonably and actually incur in connection with threatened, pending or completed legal action, suits or proceedings to which they are or may be a party because they are or were a Director, officer or employee of the Company.

Section 5.2. Determination of Indemnity. Any indemnification under Section 5.1 (unless otherwise ordered by a court) shall be made by the Company only as authorized in the specific case upon determination that indemnification of the director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the applicable provision of Wisconsin law. Such determination shall be made in accordance with Wis. Stat. § 180.0873.

Section 5.3. Advance Payments. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Company in advance of the final disposition of such action, suit or proceeding if authorized in the manner provided in Section 5.2 above upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such an amount

unless it shall ultimately be determined that such person(s) is entitled to be indemnified by the Company pursuant to these Bylaws.

Section 5.4. Maintenance of Insurance. The Board may purchase and maintain insurance on behalf of any person who is a Director, officer, employee or agent of the Company against liability asserted against and incurred by the person in that person 's capacity as a Director, officer, employee or agent, or arising from that person's status as a Director, officer, employee or agent, regardless of whether the Company is required or authorized to indemnify the person against the same liability.

ARTICLE 6

Contracts, Loans, Checks, and Deposits; Special Corporate Acts

Section 6.1. Execution of Contracts. The Board shall designate the officers, employees and agents of the Company who shall have power to execute and deliver deeds, leases, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Company and may authorize such officers, employees and agents to delegate such power (including authority to re-delegate) by written instrument to other officers, employees or agents of the Company. In the absence of such designation or delegation, such documents shall be executed by the CEO with Board approval.

Section 6.2. Bank Accounts and Deposits. All funds of the Company shall be deposited from time to time to the credit of the Company with such banks, trust companies, or other depositories as the Board may select annually or as may be selected by any officer or officers, agent or agents of the Company to whom such power may be delegated from time to time by the Board. Endorsements for deposit to the credit of the Company in any of its duly authorized depositories may be made without countersignature by the CEO, Chairperson, or Treasurer, or by any other officer, employee, or agent of the Company to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Company.

Section 6.3. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of or payable to the Company shall be signed or endorsed by such person or persons and in such manner, including the means of facsimile signature, as shall be determined from time to time by or under the authority of a resolution of the Board.

Section 6.4. Loans. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in the Company's name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confined to specific instances.

Section 6.5. Voting of Securities Owned by This Company. Subject always to the specific directions of the Board, any shares or other securities issued by any other corporation and owned or controlled by this Company may be voted at any meeting of security holders of such other corporation by the CEO if the CEO is present, or in the CEO's absence, by the Chairperson.

ARTICLE 7
Miscellaneous

Section 7.1. Fiscal Year. The fiscal year of the Company shall begin on January 1 and end on December 31.

Section 7.2. Seal. The Company shall have no seal.

ARTICLE 8
Amendment to Bylaws

Section 8.1. By Members. Unless provided otherwise in the Articles of Incorporation or these Bylaws, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Members by affirmative vote of not less than a majority of Members present and voting at any annual or special meeting of the Members at which a quorum is present.

Section 8.2. By Directors. Unless provided otherwise in the Articles of Incorporation or these Bylaws, these Bylaws may also be altered, amended or repealed and new bylaws may be adopted by the Board at any meeting at which a quorum is present; but no bylaw adopted by the Members shall be amended or repealed by the Board if the bylaws adopted by the Members expressly prohibit amendment by the Board.