

**EXHIBIT B TO  
AGREEMENT AND PLAN OF MERGER  
(BYLAWS)**

**MERGER OF**  
**FALL CREEK MUTUAL INSURANCE COMPANY**  
**WITH AND INTO**  
**MUTUAL OF WAUSAU INSURANCE CORPORATION**

**EXHIBIT B - AGREEMENT AND PLAN OF MERGER**  
**BYLAWS OF THE SURVIVING CORPORATION**

*Filed with the Wisconsin Office of the Commissioner of Insurance*

**September 14, 2023**

# **Mutual of Wausau Insurance Corporation Amended and Restated Bylaws**

Revised June 26, 2023

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## **ARTICLE I - CORPORATE OFFICES**

### **Section 1.1 Principal and Business Offices.**

The principal and business offices of Mutual of Wausau Insurance Corporation (the “Corporation”) will be located within the State of Wisconsin.

## **ARTICLE II - MEETINGS OF THE MEMBERSHIP**

### **Section 2.1 Members.**

The members of the Corporation (the “Members”) shall be the Corporation’s policyholders.

### **Section 2.2 Annual Meetings.**

The annual meeting of the Members shall be held on the second Tuesday of March at 10:00 A.M. or at such other time as shall be designated by the board of directors (the “Board”) and fixed and stated in 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 of the Corporation (the “Articles of Incorporation”), may be called by the Board, the President/CEO (as defined below) or by the Members that have twenty percent (20%) of the votes entitled to be cast at such a meeting.

### **Section 2.4 Place of Meetings.**

Each annual meeting of the Members shall be held in Marathon 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.**

Notice of the annual meeting of the Members shall be printed conspicuously on each policy (including all renewal notices thereto) with reminders thereof, which shall include the specific location, to be provided via electronic transmission given not less than thirty (30) days and not more than (90) days before the date of the meeting. Notice of each special meeting of the Members shall be given (a) not less than ten (10) days, if mailed by certified or registered and (b) not less than thirty (30) days, if provided via electronic transmission, and in either case, not more than ninety (90) days before the date of the 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, present in person or represented by proxy, 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) Proxies.

At all meetings of the Members, a Member entitled to vote may vote in person or by proxy appointed in writing by the Member or by his or her duly authorized attorney in fact. Applications for policies of insurance issued by this Corporation may contain a form of proxy appointing the Secretary/Treasurer of this Corporation, and in his or her absence, the President/CEO, and in his or her absence, the Chairman of the Board, and in his or her absence, the President. The proxy of the policyholder to vote and act for his or her at all meetings of the Members. Such proxy shall continue to be valid from year to year while the insured's policy and renewals thereof are in force unless it is revoked by the Member (a) by filing a written revocation thereof with the Secretary/Treasurer of this Corporation, or (b) by executing another proxy to another person, or (c) during a meeting of the Members by filing the revocation with the Secretary/Treasurer or the acting secretary of the meeting.

The presence of a Member who has signed a proxy in his or her application for insurance or has otherwise given his or her proxy shall not of itself constitute a revocation of the proxy. The Board shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

(c) Voting.

If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members.

Section 2.7 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 2.8 Annual Meeting Protocol.

If present, the Chairperson shall preside at all meetings of the Members. In the Chairperson's absence, the Vice Chairperson or the President/CEO may preside at the Board's discretion. In the absence of the Chairperson, the Vice Chairperson and the President/CEO, any person chosen by the Members present shall preside at the meeting of Members. The Secretary/Treasurer (as defined below) shall act as secretary of all meetings of the Members, but, in the absence of the

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

### **ARTICLE III - BOARD OF DIRECTORS**

#### **Section 3.1 General Powers.**

All corporate powers shall be exercised by or under the authority of, and its business and affairs of this Corporation shall be controlled by the Board.

#### **Section 3.2 Number; Term of Office; Qualification; Nomination and Election.**

(a) Number and Classes; Term. The Board consists of and shall remain at nine (9) directors (the “Directors”) until changed by a resolution adopted by a majority of the Directors then in office and shall not be less than nine (9) nor more than fifteen (15). The Directors shall be evenly divided (to the extent possible) into three (3) classes; 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. Board members are eligible to serve four (4) consecutive three (3)-year terms and may be eligible to be re-elected after a one (1)-year interruption.

(b) Qualifications. Directors shall be chosen from among (i) the Members of the Corporation, (ii) the policyholders of Homestead Mutual Insurance Company, and (iii) the policyholders of Ellington Mutual Insurance Company, provided any such individual meets all eligibility requirements for such a position as defined in the Wisconsin Statutes and Wisconsin Administrative Code. In addition, any individual who has reached the age of 78 or more as of the date of any annual meeting of the Members is ineligible to be elected or re-elected as a Director at such annual meeting of the Members. A Director who turns 78 while in office may serve out his/her entire three (3) year term. All candidates for election, whether nominated by the Nominating Committee (as defined below) or by the Members, must have obtained an insurance policy with the Corporation, Homestead Mutual Insurance Company, or Ellington Mutual Insurance Company prior to September 15th before the annual meeting date on which the election is held.

(c) Nomination and Election. Directors shall be elected by the Members at each annual meeting. The following procedure shall apply for the nomination of all Directors:

(1) The nominating committee of the Corporation, if one should be appointed by the Board (the “Nominating Committee”), shall follow the procedure prescribed by the Board in preparing, for presentation to the Members at the annual meeting, a slate of candidates to stand for election to the Board.

(2) All nominations of Directors shall be in writing, except for the election of a Director by the Board to fill a vacancy until the next annual meeting.

(3) No nomination by Members shall be valid unless signed by at least fifteen (15) Members and filed with the Secretary/Treasurer by December 31<sup>st</sup> prior to the Corporation’s annual meeting.

(4) There are two methods for nomination of candidates for Director:

(i) The Nominating Committee has the responsibility to actively recruit only three (3) candidates to fill the three expiring terms of Directors. Candidates recruited by the Nominating Committee are not required to obtain the fifteen (15) signatures of Members.

(ii) The membership “at large” may request a director nomination packet to place a person in nomination. Candidates have the right to inspect policyholders names and addresses only for the purpose of nomination (no copies of policyholder information will be provided). The policyholder list of names and addresses will be available only from November 1st through December 31<sup>st</sup> of each year. Nominations “at large” need to be postmarked and/or returned to the Corporation’s principal office by December 31<sup>st</sup> prior to the Corporation’s annual meeting. Names of candidates will be listed in two categories, namely, (a) those selected by the Nominating Committee, and (b) those nominated by Members at large. All candidate names will be drawn in random order for each category for ballot placement. The “at-large” nominated candidates must run against the slate of candidates and not against one individual. The candidates with the most votes will fill the vacant seats available. If there are no “at-large” candidates, then a member of the Nominating Committee shall make a motion to close the nomination process, accept the slate of candidates as presented, and cast a unanimous ballot for those nominees for the open director seats.

(5) In case of the death of any candidate nominated for election as a Director, if the Nominating Committee does not appoint another candidate, the Members may, by majority vote, nominate a candidate in place of such deceased person at the annual meeting at which such candidate would have stood for election. The person so nominated shall be the candidate at such election in the place of the deceased person. If the name of the deceased candidate appears on the ballot for such election, such ballot may be used at the election and every vote cast for the deceased candidate shall be deemed to have been cast, and shall be counted as having been cast, for the person nominated in replacement.

### Section 3.3 Chairperson of the Board.

At the annual reorganizational meeting of the Board held after each annual meeting of the Members, the Board, acting by a vote of a majority of the Directors then in office, shall elect a chairperson of the Board (“Chairperson”). If the election or appointment of the Chairperson shall not be held at such meeting, such election or appointment shall be held as soon thereafter as is convenient. It shall be the duty of the Chairperson to set the agenda for each meeting of the Members and the Board and to preside at the annual and duly called special meetings of the Members, of the Board and of the executive committee (if such executive committee has been created by the Board). The Chairperson shall be an ex-officio member of all committees. The Chairperson shall hold office for the term of one year, 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 3.4 Vice Chairperson of the Board.

At the annual reorganizational meeting of the Board held after each annual meeting of the Members, the Board, acting by a vote of a majority of the Directors then in office, shall elect a vice chairperson (“Vice Chairperson”). If the election or appointment of the Vice Chairperson shall not be held at such meeting, such election or appointment shall be held as soon thereafter as is convenient. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson’s absence and shall have such other duties as may be assigned by the Board or the executive committee. The Vice Chairperson shall hold office for the term of one year, 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 3.5 Resignations.

Any Director may resign at any time by giving written notice to the Chairperson, to the President/CEO, or to the Secretary/Treasurer. 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 3.6 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 3.7 Vacancies.

Whenever any vacancy on the Board shall occur by death, resignation, removal or otherwise, the remaining members of the Board at a meeting called for that purpose or at any regular meeting shall, by a vote of a majority of the Directors then in office, elect a Director or Directors to fill such vacancy or vacancies. Each replacement Director so elected shall hold office for the unexpired term of the Director whose place he or she has taken upon the Board or, in the case of a vacancy created by an increase in the number of Directors, for the term prescribed by the Board under these Bylaws. 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 the vacancy occurs.

#### Section 3.8 Annual, Regular and Reorganizational Meetings.

The Board shall hold an annual reorganizational meeting of Directors, which shall take place within one week of the annual meeting of the Members, 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. Failure to attend two (2) or more meetings of the Board in any calendar year shall be grounds for removal from the Board.

#### Section 3.9 Special Meetings of the Board.

Special meetings of the Board shall be held whenever called by the Chairperson, the President/CEO, another officer of the Corporation as may be designated by resolution adopted by the Board, or by any two Directors then in office.

### Section 3.10 Place of Meetings.

Except as otherwise provided by law, the Directors may hold their meetings and may have an office and keep the books of the Corporation 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 Corporation in the State of Wisconsin.

### Section 3.11 Notice.

Notice of each special or regular meeting of the Board shall be given by (a) depositing the same in the United States mail, addressed to the Director to be notified at his or her business address or at such other address as such director shall have designated in writing and filed with the Secretary, postage prepaid and registered or certified with return receipt requested at least five (5) days before the date on which the meeting is to be held; (b) depositing with a reputable courier service for same day or overnight delivery; or (c) electronic transmission, personally or by telephone, not later than twenty-four (24) hours before the day on which the meeting is to be held. Unless otherwise provided by law, by the Articles of Incorporation or by these Bylaws, the business to be transacted, and the purpose of any regular or special meeting of the Board shall be specified in the notice of such meeting.

### Section 3.12 Quorum and Voting.

(a) Quorum. Except as otherwise provided by law or by the Articles of Incorporation or by 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 Corporation. 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 or by the Articles of Incorporation or by 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 3.13 Waiver of Notice.

Whenever any type of notice is required to be given to any Director under the Articles of Incorporation or Bylaws 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, 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 3.14 Meetings by Electronic Communication.

Meetings of the Board may be conducted through the use of any means of communication (a) by which all participating Directors may simultaneously hear each other during the meeting or (b) 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. Directors are permitted to attend meetings via electronic communication at a maximum of two (2) times per calendar year unless electronic communication is the only option and is the required format of the meeting.

**Section 3.15 Unanimous Consent Without Meeting.**

Any action required or permitted by the Articles of Incorporation or by these Bylaws or by 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 3.16 Conduct of Meetings.**

The Chairperson, or in his or her absence the Vice Chairperson, or in his or her absence the President/CEO, or in his or her absence any Director chosen by the Directors present, shall preside at meetings of the Board. The Secretary/Treasurer shall act as secretary of all meetings of the Board, but in the Secretary/Treasurer's absence the presiding officers of the meeting may designate an assistant secretary or any other officer of the Corporation to act as secretary of the meeting. Meeting of the Board shall be conducted substantially in accordance with Robert's Rules of Order.

**Section 3.17 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 Corporation 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 Corporation by such Directors, officers and employees.

**Section 3.18 Committees.**

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, including without limitation a Nomination Committee and 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 3.18 may exercise all powers and authority of the Board in managing the business and affairs of the Corporation. 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. All committees shall follow the guidelines as established in the committee charter and code of conduct.

## **ARTICLE IV - OFFICERS**

### **Section 4.1 Number.**

The principal officers of the Corporation shall consist of the president/chief executive officer (“President/CEO”), one or more vice presidents (each, a “Vice President”) who may be designated executive Vice President, and a secretary/treasurer (“Secretary/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 any further duties designated by the President/CEO or by the Board.

### **Section 4.2 Election, Term of Office, Qualification.**

Any person may serve as an officer of the Corporation. The officers of the Corporation shall be elected or appointed annually by the Board at the annual reorganizational meeting of the Board held after each annual meeting of the Members. 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 for the term of one year, 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 of Officers.**

Any officer or agent of the Corporation may be removed by the Board, with or without cause, whenever in the judgment of the Board 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 such contractual rights.

### **Section 4.4 Vacancies.**

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

### **Section 4.5 President/Chief Executive Officer.**

The President/CEO shall, subject to the control of the Board, supervise and control the day-to-day business and affairs of the Corporation. The President/CEO shall have authority, subject to such rules as may be prescribed by the Board, to appoint such agents and employees of the Corporation as the President/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 Corporation at the discretion of the President/CEO. The President/CEO shall have authority to sign, execute and acknowledge, on behalf of the Corporation, 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 Corporation’s business, and which shall be authorized by resolution of the Board; and except as otherwise provided by law or the Board, the President/CEO may authorize any Vice President or other officer or agent of the Corporation to sign, execute and acknowledge such documents or instruments in the President/CEO’s place and stead. In general, the President/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 Vice President.

The Vice Presidents, including any executive Vice Presidents, in the order designated by the Board or, lacking such a designation, by the President/CEO, shall in the absence or disability of the President/CEO perform the duties and exercise the powers of the President/CEO and shall perform such other duties as the Board or the President/CEO shall prescribe.

Section 4.7 Secretary/Treasurer.

The Secretary/Treasurer 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/Treasurer shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law. The Secretary/Treasurer 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 which shall be furnished to the Secretary/Treasurer by such Member. The Secretary/Treasurer shall, in general, perform all duties incident to the office of the Secretary/Treasurer and have such other duties and exercise such authority as from time to time may be delegated or assigned to the Secretary/Treasurer by the President/CEO or by the Board. The financial duties of the Secretary/Treasurer are the responsibility of the Corporation's officers and staff.

Section 4.8 Assistants.

The assistant secretaries and assistant treasurers (if any), respectively (in the order designated by the Board or, lacking such designation, by the President/CEO), in the absence of the Secretary/Treasurer, as the case may be, shall perform the duties and exercise the powers of the Secretary/Treasurer and shall perform such other duties as the Board or the President/CEO shall prescribe.

Section 4.9 Other Officers.

Such other 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 Corporation.

Section 4.10 Salaries.

The salary of the President/CEO shall be fixed from time to time by the Board or by a duly authorized committee thereof. The salaries of all other officers and staff shall be reported, in the aggregate, to the Board annually. No officer shall be prevented from receiving a salary by reason of also being a Director.

**ARTICLE V - INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

Section 5.1 Indemnification.

The Corporation shall, to the extent required by secs. 181.0871 to 181.0883 and 181.0889, Wis. Stats., 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 actions, suits or proceedings to which they are or may be made a party because they are or were a Director, officer or employee of the Corporation.

Section 5.2 Determination of Indemnity.

Any indemnification under Section 5.1 (unless otherwise ordered by a court) shall be made by the Corporation 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 Sec. 180.0873, Wis. Stats.

Section 5.3 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 Corporation 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 Corporation is required or authorized to indemnify the person against the same liability.

**ARTICLE VI - CONTRACTS, LOANS, CHECKS & DEPOSITS, SPECIAL CORPORATE ACTS**

Section 6.1 Execution of Contracts. The Board shall designate the officers, employees and agents of the Corporation 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 Corporation 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 Corporation. In the absence of such designation or delegation, such documents shall be executed by the President/CEO with Board approval.

Section 6.2 Bank Accounts and Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation 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 Corporation to whom such power may be delegated from time to time by the Board. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President/CEO or any Vice President, or the Secretary/Treasurer, or by any other officer or agent of the Corporation to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner, including by 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 and Lines of Credit. No loans or lines of credit shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation'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 Corporation. 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 Corporation may be voted at any meeting of security holders of such other corporation by the President/CEO if the President/CEO is present, or in the President/CEO's absence by any Vice President who may be present.

## **ARTICLE VII - MISCELLANEOUS**

### Section 7.1 Fiscal Year.

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

### Section 7.2 Seal.

The Corporation shall have no seal.

### Section 7.3 Miscellaneous Definitions.

“Bylaws” shall mean these bylaws of the Corporation.

### Section 7.4 Notice.

Any notice provided hereunder shall be deemed received (a) if mailed, on the third business day following the date on which it is so mailed; (b) if sent by courier, on the next business day; (c) if transmitted by electronic mail transmission on a business day, on that day if sent during normal business hours of the recipient, and on the next business day if sent after normal business hours of the recipient; and (d) if personally delivered, upon actual delivery.

## **ARTICLE VIII - AMENDMENTS 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 prohibits amendment by the Board.