

**MERGER OF
CLARNO MUTUAL INSURANCE COMPANY
WITH AND INTO
MT. MORRIS MUTUAL INSURANCE COMPANY**

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

Filed with the Wisconsin Office of the Commissioner of Insurance

November 15, 2023

RESTATED ARTICLES OF INCORPORATION OF MT. MORRIS MUTUAL INSURANCE COMPANY

ARTICLE I. Name and Location of Principal Office The name of this Company is Mt. Morris Mutual Insurance Company, and the principal office for the transaction of business is located at Coloma, Wisconsin, State of Wisconsin.

ARTICLE II . Registered Agent The Company's registered agent is Daniel O Fenske, located at W10979 Czech Road, Coloma, Wisconsin, 54930.

ARTICLE III. Purpose The Company is organized for the purpose of insuring its members against any of the hazards as may be authorized or permitted for Companies of its class under the laws of the State of Wisconsin.

ARTICLE IV. Board of Directors

Section 4.1. General Powers. All corporate powers shall be exercised by or under authority of, and the business and affairs of this

Company shall be controlled by the Board of Directors.

Section 4.2. Numbers, Qualifications and Terms of Office. The number, qualifications and the term of office (including staggered terms) of directors shall be established in accordance with the Company's by-laws.

ARTICLE V. Membership The Company shall be a mutual insurance company without capital stock organized under chapter 611 of the Wisconsin Statutes. Each policyholder shall be a member of the Company and shall have one vote.

BYLAWS OF

MT. MORRIS MUTUAL INSURANCE COMPANY

ARTICLE I. CORPORATE OFFICES

Section 1.1. Name. Principal and Business Offices. The Company's principal and business offices will be located within the state of Wisconsin.

ARTICLE II. MEETINGS OF THE MEMBERSHIP

Section 2.1. Annual Meetings. The annual meeting of Members of this Company ("Members") shall be held on the 4th Wednesday of February 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 the notice thereof.

Section 2.2. 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, the President or by Members having twenty (20) percent of the votes entitled to be cast at such a meeting.

Section 2.3. Place of Meetings. Each annual meeting of the Members shall be held at the Richford Community Center, Coloma, 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 2.4. Notice of Meetings. Except as otherwise expressly required by law, notice of each meeting of the Members shall be given not less than ten (10) days and not more than fifty (50) 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 2.5. 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) **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 2.6. Waiver of Notice. Whenever any type of notice is required to be given to any Member of the Company under the Articles of Incorporation, Bylaws or any provision of law, a written waiver of such notice signed at any time, whether before or after the time of the meeting by the Member entitled to such notice, 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, in person or by proxy 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 2.7. Action without Meeting. Any action required or permitted by the Article of Incorporation, by the Bylaws, or by any provision of law to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Separate counterparts of any such consent may be signed by the Members entitled to vote, with the same force and effect as if all signatures were appended to one original document.

Section 2.8. Presiding Officer. If present, the President/CEO of the Board shall preside at all meetings of the Members. In the President/CEO's absence, the Chairperson, the Vice Chairperson, the Treasurer, or Secretary shall preside. In the absence of any officer, any person chosen by the Members present shall preside at the meeting of Members.

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 Company shall be controlled by the Board.

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

(a) **Number and Classes; Term.** The initial Board shall consist of nine (9) Directors. Thereafter, the exact number of Directors shall be fixed by a resolution adopted by a majority of the Directors then in office and shall not be less than seven (7) nor more than fifteen (15). The Directors shall be evenly divided (to the extent possible) into three classes. At each annual meeting one of the classes shall be elected for a term of three years. In the event that the number of Directors is less than nine (9), there will be two classes, each elected for a two-year term. Each Director shall hold office until his or her successor shall have been elected and qualified, or until his or her prior death, resignation or removal.

(b) **Qualifications.** Directors shall be chosen from among the Members of the Company. A Member of the Company shall be eligible to serve as a Director as long as that Member meets all eligibility requirements for such a position as defined in the Wisconsin Statutes and Wisconsin Administrative Code.

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

(1) The Nominating Committee of the Company shall follow the procedure prescribed by the Board in preparing for presentation to 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 ten (10) Members and filed with the Secretary at least thirty (30) days before the date specified in these Bylaws for the annual meeting of the Members of the Company.

(4) In case of the death of any candidate nominated as a director, if the Nominating Committee does not appoint another candidate, the Members of the Company may, by majority vote, nominate a candidate in place of such deceased person at the meeting which was election of such candidate. 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. Resignations. Any director of the Company may resign at any time by giving written notice to the Chairperson of the Board, to the President or to the Secretary 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 3.4. 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 3.5. 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 3.6. Annual and Regular Meetings. The Board shall hold an annual meeting of Directors which shall take place immediately following and at the same place as the annual meeting of the Members, and shall hold regular meetings at such times and places as the Board shall from time to time determine.

Section 3.7. Special Meetings of the Board. Special meetings of the Board shall be held whenever called by the Chairperson of the Board, the President, such other officer of the Company as may be designated by resolution adopted by the Board, or by any two Directors then in office.

Section 3.8. 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 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 3.9. Notice. Annual meetings of the Board of Directors 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 two (2) days before the date on which the meeting is to be held, or shall be sent to him or her at such place by teletype, facsimile or be 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, by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice of such meeting.

Section 3.10. 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 fixed in accordance with these Bylaws 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 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 3.11. Waiver of Notice. Whenever any type of notice is required to be given to any Director of the Company 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 the 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 or such meeting.

Section 3.12. Meetings 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 3.13. 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 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 entitled to vote with respect to such action.

Section 3.14. Conduct of Meetings. The Chairperson of the Board (the "Chairperson"), or in his or her absence the Vice Chairperson, or in his or her absence any Director chosen by the Directors present, shall preside at meetings of the Board. The Secretary of the Company shall act as secretary of all meetings of the Board, but in the Secretary's absence the presiding officer of the meeting may designate an Assistant Secretary or any other officer of the Company to act as Secretary of the meeting.

Section 3.15. 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 3.16. Committees. The Board may, by resolution adopted by a majority of the Directors fixed in accordance with these Bylaws, designate one or more committees. Each such committee shall consist of three 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 3.16 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.

ARTICLE IV. OFFICERS

Section 4.1. Number. The principal officers of the Company shall consist of a Chairperson, a Vice Chairperson, a President, one or more Vice Presidents who may be designated Executive Vice President, a Secretary and a Treasurer. One person may hold two or more offices, except that the offices of President and Secretary and the offices of President and Vice President shall not be held by the same person. Such other officers and assistant 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 or by the Board.

Section 4.2. Election, Term of Office, Qualification. Any person may serve as an officer of the Company, but the Chairperson, Vice Chairperson, Treasurer and Secretary shall be chosen from among the Directors. The officers of the Company shall be elected or appointed annually by the Board at the annual 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 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 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. Salaries. The salaries of the principal officers shall be fixed from time to time by the Board or by a duly authorized committee thereof, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Company.

Section 4.6. Chairperson. The Chairperson shall preside at all meetings of the Board, shall serve ex officio on all committees, and shall have such further authority, responsibility and duties as may be delegated to him or her by the Board.

Section 4.7. Vice Chairperson. In the absence of the Chairperson the Vice Chairperson shall serve ex officio on all committees, and shall have such further authority, responsibility and duties as may be delegated to him or her by the Board.

Section 4.8. President. The President shall be responsible for the day to day operations of the Company, to sign contracts, agreements, affidavits and forms as may be required, and to perform such other duties as may be designated by the Board of Directors or as may be required by law. The President may authorize any Vice President, or other officer or agent of the Company to sign, execute and acknowledge such documents or instruments in the President's place and stead.

Section 4.9. 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, shall in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board or the President shall prescribe.

Section 4.10. 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.