



BY-LAWS

SECTION I: DUTIES OF DIRECTORS AND OFFICERS:

Sub-Section 1. Directors. The Board of Directors shall transact all the business of the company, appoint such officers, committees and agents as the directors shall deem necessary or that may be required by law, fill any vacancies in the officers of the company, furnish the officers with the necessary office facilities and equipment and shall establish and provide for the compensation of directors, officers, agents and employees. The Board of Directors may delegate such duties and responsibilities as it wishes to the committee(s) which it may appoint.

Sub-Section 2. President. It shall be the duty of the President to preside at all annual or duly called special meetings of the Company, of the Board of Directors and of the Executive Committee, if such Executive Committee has been created by the Board, to sign such policies, contracts, agreements, affidavits and forms as may be required, and perform such other duties as may be designated by the Board of Directors or the Executive Committee. The President may delegate such duties but, may not delegate the responsibility.

Sub-Section 3. Vice President. The Vice President shall perform the duties of the President in the latter's absence and, shall have such other duties as may be assigned by the Board of Directors or the Executive Committee. The Vice President may delegate such duties but, may not delegate the responsibility.

Sub-Section 4. Secretary. The Secretary shall maintain complete and accurate records of all meeting of members and of all meetings of the Board of Directors of the Company; see that all notices are duly given in accordance with these by-laws and applicable law; be custodian of the records of the Company; execute such contracts, agreements, and other documents as may be required by law; and perform such other duties as may be designated by the Board of Directors. The Secretary may delegate such duties but, may not delegate the responsibility.

Sub-Section 5. Treasurer. The Treasurer shall have charge of all the funds of the Company, subject to approval of the Board of Directors, and shall receive and deposit in the name of the Company in depositories designated by the Board of Directors all moneys coming into the possession of the Company. The Treasurer shall disburse the moneys of the Company by methods authorized and under such conditions as may be prescribed by resolution of the Board of Directors. At each annual meeting and whenever required by law or by the board of Directors, the Treasurer shall give a report of his office of the financial condition of the Company. The Treasurer may delegate such duties but, may not delegate the responsibility.

The office of the Secretary and of the Treasurer may be held by one and the same person.

Sub-Section 6. Bonds. The Treasurer, before entering upon the duties of his office, shall furnish a fidelity bond as required by law. Other officers, agents and employees may be required to give bond at the discretion of the Board of Directors. Premiums on such bonds shall be paid by the Company.

Sub-Section 7. Indemnification. Each officer, director, staff member or person serving in a position with this company shall be indemnified by the Company against all costs and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceedings in which he is made a party by reason of his/her being or having been a director, officer, staff member or committee representative of this Company, whether or not he continues to be such at the time of incurring such costs or expenses, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his/her duties as such officer, director, staff member or committee representative. The right of indemnification hereunder shall not be exclusive of other rights to which any officer, director, staff member or committee representative be entitled as a matter of law.

SECTION II. POLICIES: RISKS:

The Company shall issue policies of insurance on property or risks, subject to the provisions of the Wisconsin Statutes.

The Board of Directors may classify property or risks and may establish premium rates and fees to be charged on such classifications.

SECTION III. VOTING RIGHTS OF MEMBERS:

No Policyholder may have more than one vote regardless of the number of policies held by said member, personally or by an entity in which the person has an interest. The voting member to be determined by the members of that entity.

ANNUAL MEETING

The *insured* is notified that by virtue of their Policy, he/she is a member of the Darlington Mutual Insurance Company, of Darlington, Lafayette County, Wisconsin, and that the annual meeting of said Company shall be held in Darlington, Wisconsin, on the first Wednesday in March of each year at 7:00 P.M.