

**FOURTH AMENDED AND RESTATED  
BYLAWS  
OF  
OHIO MUTUAL INSURANCE COMPANY  
As Of May 16, 2017<sup>1</sup>**

**SECTION 1  
Definition**

**Section 1.01 Terms.** When used in these Bylaws, the following terms shall have the meaning specified in this Section 1.01; and the plural of any such term means more than one thereof:

"Articles" means the articles of incorporation of the Company, as now in effect or as hereafter amended from time-to-time.

"Bylaws" means these Fourth Amended and Restated Bylaws, as now in effect or as hereafter amended from time-to-time. For purpose of Ohio law, these Bylaws shall constitute a code of regulations or regulations within the meaning of Chapter 1702 of the Ohio Revised Code.

"Member" means the Persons identified as named insureds on the declarations page of each policy of insurance that has been issued by the Company, and all such Persons, as a group, constitute but one Member with respect to each such policy.

"Person" means an individual, corporation, partnership, limited liability company, firm, joint venture, association, trust, unincorporated organization, governmental or regulatory authority, or other entity.

**SECTION 2  
Members**

**Section 2.01 General Rights of Members.** Each Member shall have such rights as are prescribed by law for members of a mutual insurance company organized under Chapter 3941 of the Ohio Revised Code, the Articles, these Bylaws, and any policy of insurance issued by the Company and held by such Member.

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<sup>1</sup> Restated and Amended Bylaws containing all amendments adopted by the Board of Directors through November 10, 2011 and approved by the Ohio Department of Insurance by letter of Stephen J. Vamos dated April 20, 2006; May 8, 2008 amendment approved by the Ohio Department of Insurance by letter of Stephen J. Vamos dated June 26, 2008; Second Restated and Amended Bylaws approved by the Ohio Department of Insurance by Stephen J. Vamos dated February 3, 2012; and the Third Restated and Amended Bylaws approved by the Ohio Department of Insurance by Stephen J. Vamos dated July 19, 2013; and the Fourth Restated and Amended Bylaws approved by the Ohio Department of Insurance by Stephen J. Vamos dated August 9, 2017.

Section 2.02 Voting Rights of Members.

(A) Each Member is entitled to one vote, and no more, on each matter properly submitted to the Members for their vote, consent, waiver, release or other action. No Member shall have the right to vote cumulatively in the election of Directors.

(B) If the declarations page of a policy of insurance issued by the Company identifies more than one named insured, any of such named insureds is entitled to vote on behalf of all of such named insureds. If more than one of such insureds submits a vote and such votes conflict on any matter, then the most recently submitted vote shall be counted or, if it cannot be determined which is most recently submitted, the vote of the insured identified first in the declarations page shall be counted.

Section 2.03 Safeguarding Policyholder Information. Except as required by law or as may be authorized by the Board of Directors or the Chief Executive Officer of the Company, the Company shall not permit access to or furnish copies of any lists of Member or policyholder names, mailing addresses, e-mail addresses or other personal or confidential policyholder or Member data in conjunction with any person's activities relating to any annual or special meeting of members. In lieu of providing access to or copies of any such data, the Secretary shall arrange for the mailing of any solicitation material furnished by such Member or policyholder whom is currently and has been for not less than twenty-four (24) months a Member, relating to any such proper purpose to be brought before a meeting in accordance with the provisions of the Ohio Revised Code and these Bylaws, following receipt of such sums as may be estimated or determined in good faith by the Secretary as payment for all of the Company's expenses, which shall include time spent by employees, in connection with facilitating and securing the mailing of the solicitation material. Such solicitation material shall not include any improper material or material unrelated to such business.

SECTION 3  
Meetings of Members

Section 3.01 Annual Meetings. An annual meeting of the Members for the election of Directors, for the consideration of reports to be laid before such meeting by one or more officers of the Company, and for the transaction of such other business as may properly come before such meeting, shall be held during each calendar year on such date, time and place as the Directors may from time to time determine or otherwise as may be stated in notice of such meeting given as provided in Section 3.03.

Section 3.02 Special Meetings. Special meetings of the Members may be called only by (i) the Chairperson, (ii) the Vice Chairperson, (iii) the Chief Executive Officer, (iv) in case of the Chief Executive Officer's absence, death or disability, the Secretary, (v) the Directors by action at a meeting, or (vi) a majority of the Directors acting without a meeting, and shall be held on such date, time and place as the Person calling such meeting shall determine or otherwise as may be stated in notice of such meeting given as provided in Section 3.03.

Section 3.03 Notice of Meetings.

(A) General. Except as otherwise provided in this Section 3.03, notice of each meeting of Members, stating the time, place (which may be within or without the State of Ohio) and, if required, purposes thereof, shall be given not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. Any notice of any meeting of Members may be given by publication on the first page of the Company's Internet webpage as long as such webpage is generally available for access by Members, by personal delivery, or by mail, overnight delivery service, or any other means of communication authorized by the Member to whom the notice is given or as otherwise required by law. If mailed or sent by overnight delivery service, the notice or form of proxy shall be sent to the address of the Member as last shown upon the records of the Company. If sent by another means of communication authorized by the Member, the notice shall be sent to the address furnished by the Member for such transmissions.

(B) Amendment of the Articles. Notwithstanding the foregoing, notice of any meeting, a purpose of which is to amend the Articles, shall be given not less than thirty (30) nor more than sixty (60) days prior to the date of such meeting, and, in addition to being given as provided in Section 3.03(A), shall be published in a newspaper published and of general circulation in the Ohio county wherein the principal office of the Company is located.

Section 3.04 Waiver.

(A) Notice of any meeting of the Members may be waived in writing, either before or after the holding of such meeting, by any Member. The attendance of any Member at any meeting of the Members without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by such Member of notice of such meeting. Any waiver of notice must be in writing and filed with or entered upon the records of the meeting.

(B) Any telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a Member entitled to notice of the meeting and that contains a waiver by that Member is a writing for the purposes of this Section.

Section 3.05 Quorum. At any meeting of the Members, the Members present, in person or by proxy, shall constitute a quorum for such meeting.

Section 3.06 Votes Required. In all elections of Directors, the candidates receiving the greatest number of votes shall be elected. Any other matter submitted to the Members for their vote shall be decided by the affirmative vote of a majority of the Members present at a meeting or by the vote of such greater number of Members as may be expressly required by law or by the Articles or these Bylaws.

Section 3.07 Order of Business. The order of business at any meeting of the Members shall be determined by the Chairperson or other duly designated officer presiding at such meeting.

### Section 3.08 Business at Meetings.

(A) No business may be conducted at any annual or special meeting of the Members other than business that is either (a) specified in any notice of the meeting given by the Secretary or the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or the Chairman of the Board, or (c) otherwise properly brought before the meeting, in conformity with the provisions of this Section. The presiding officer of the meeting shall not be required to accept more than one item of business brought by or on behalf of any individual Member.

(B) The submission by a Member of business to be brought before an annual meeting of Members shall have been made in proper written form, signed by not less than twenty percent (20%) of the Members of the Company, and filed with the Chairman of the Board and the Secretary of the Company at least sixty-five (65) days and no more than ninety (90) days before the date of the annual meeting. For this purpose, "filed" shall mean received by five (5:00) p.m. Eastern Time.

(C) To be in proper written form, a Member's notice to the Secretary of the Company regarding business to be brought before an annual or special meeting of Members must set forth (i) the name and record address of the Member submitting the notice, as well as all other Members signing the notice, (ii) a representation that the Member submitting the notice intends to appear in person or by proxy at the meeting to introduce the item of business specified in the notice, (iii) a description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest, if any, of the Member submitting the notice and/or other Members signing the notice in such business, and (iv) a description of all agreements, arrangements and understandings, if any, between the Member submitting the notice and/or any Member signing the notice and any other person or persons (including their names) in connection with the proposal of such business by such Member. The Chairman of the Board or a majority of the directors then in office shall have the power and duty to determine whether the Member's notice was in proper form and made in accordance with the procedures set forth in this Section.

(D) In no event shall any business be conducted at any annual or special meeting of the Members that involves a proposal (i) that is an improper subject for action by Members of a mutual insurance company under Ohio law or regulations, (ii) which, if implemented, would cause the Company to be in violation of any state, federal, or foreign law or regulation applicable to the Company, (iii) relating to the redress of a personal claim or grievance against the Company or any other person, or which is designed to result in a benefit to an individual Member, or to further a personal interest, which is not shared by the other Members at large, (iv) that relates to operations of the Company which account for less than ten percent (10%) of the Company's total admitted assets at the end of its most recent fiscal year, (v) which the Company would lack the power or authority to implement, (vi) dealing with a matter relating to the Company's ordinary business operations, (vii) relating to the election of a person to any committee or internal administrative body of the Company or to the Board of Directors other than in accordance with the nomination procedures prescribed Section 4.04, (viii) which has already been substantially implemented by the Company, or (ix) which is otherwise properly excludable.

Except as authorized by the Board of Directors, in no event shall any Member be permitted to bring any item of business to be conducted at any annual or special meeting of the Members that (i) is substantially similar to business brought by or on behalf of a Member at a meeting held during the previous three years, and (ii) failed to be approved by at least ten percent (10%) of the Member votes cast thereon, in person or by proxy, at such prior meeting. In no event shall the restrictions in the preceding sentence apply to nominations made in accordance with the procedures in Section 4.04 or to matters brought by or on behalf of the Company.

(E) The Company shall have no obligation to include information concerning any business proposed by a Member, including but not limited to the election of directors, in any proxy solicitation materials or statements made by the Company to Members, in the absence of Board of Directors' approval.

Section 3.09 Voting. In voting for Directors, each Member may cast one (1) vote for each Director to be elected and may not give more than one (1) vote to any nominee; and each Member shall be entitled to one (1) vote on each other matter properly submitted to the Members for their vote. Such votes shall be counted as provided in Section 2.02.

Section 3.10 Proxies.

(A) At meetings of the Members, any Member may be represented, and may vote or otherwise act, by one or more proxy agents appointed by an instrument in writing signed by such Member including, without limitation, a writing appointing one or more proxy agents included in an application for insurance promulgated by the Company, if but only if (i) each such proxy agent has been expressly designated for such purpose by the Directors, and (ii) such written instrument is in a form expressly approved for such purpose by the Directors.

(B) Proxies and related materials may be sent by publishing the form of proxy and any such related materials on Company's Internet webpage, and any such published form of proxy may be completed by an Member entitled to exercise such proxy, if a notice of webpage availability of the form of proxy or related materials is sent to Members by mail, overnight delivery service, or any other means of communication authorized by such Members to whom the notice is given at least forty (40) days before the scheduled meeting date. The notice of webpage availability must include the date, time, and location of the Member's meeting; the availability of the form of proxy and related materials at a specified website; a toll free phone number, e-mail address or a website that Members may use to request copies of the proxy or related materials. If a Member requests a copy of the form of proxy or related materials, then the Company shall send the requested form and materials within three (3) business days after receiving the request. Any Member may also make permanent elections to receive all forms of proxy and related materials solicited on behalf of the Company or Board of Directors in either paper or e-mail format for all future proxy solicitations by the Company. The above provisions do not apply to proxies or solicitations submitted on behalf of the Members.

(C) Any vote by such proxy agents shall be counted as provided in Section 2.02.

(D) Voting by proxy or proxies shall be governed by all of the provisions of the laws of the State of Ohio, including the provisions relating to the sufficiency of the writing, the duration of the validity of the proxy or proxies, and the power of substitution and revocation.

Section 3.11 Inspectors of Election.

(A) In advance of any meeting of the Members, the Directors may appoint inspectors of election to act at such meeting or any adjournment thereof; if inspectors are not so appointed, the officer of the Company acting as chairperson of any such meeting may make such appointment.

(B) In case any Person appointed as inspector fails to appear or act, the vacancy may be filled only by appointment made by the Directors in advance of such meeting or, if not so filled, at the meeting by the Chairperson or other duly designated officer presiding at such meeting. No other Person may appoint or require the appointment of inspectors of election. An inspector of election need not be a Member. The inspectors shall determine the authenticity, validity, and effect of proxies; receive votes, ballots, consents, waivers, or releases; hear and determine all challenges and questions arising in connection with the vote; count and tabulate all votes, consents, waivers, and releases; determine and announce the result; and do such acts as are reasonable and appropriate to conduct a proper election or vote. A Certificate of the inspectors shall be prima facie evidence of the facts stated therein and of the vote as certified by them.

SECTION 4  
Directors

Section 4.01 Authority; Qualifications.

(A) Except where the law, the Articles, or these Bylaws otherwise provide, all authority of the Company shall be vested in and exercised under the direction of the Board of Directors.

(B) No Person may be elected as a Director of the Company by the Members unless nominated for such election by the Directors.

Section 4.02 Number of Directors.

(A) The authorized number of Directors of the Company shall be such number, not fewer than five (5) nor more than twenty-one (21), as is fixed from time-to-time by the Members as provided elsewhere in this Section 4.02. Until changed in accordance with the provisions of these Bylaws, the authorized number of Directors of the Company shall be nine (9). No reduction in the authorized number of Directors shall, of itself, have the effect of shortening the term of any incumbent Director.

(B) The Members shall have the exclusive authority to fix or change the authorized number of Directors of the Company, and may do so only at a meeting of the Members called

and held for such purpose, by the vote of at least a majority of the Members present at a meeting thereof at which a quorum is present.

Section 4.03 Classification and Term of Directors. The Directors shall be divided into three (3) classes with each class consisting of such number of Directors as the Members may from time to time elect until changed in accordance with the Regulations. The election of each class of Directors shall be a separate election. At each annual meeting of Members, Directors shall be elected to succeed the Directors of the class whose terms shall, and any other Directors whose terms expire, at that meeting. The term of office of each class of Directors elected at any annual meeting shall be until the third succeeding annual meeting of Members at which Directors are elected; provided, however, that the term of office of any elected Director who has not served more than one year as Director in the past shall automatically expire at the first succeeding annual meeting of Members at which Directors are elected unless such Person is nominated and re-elected at such first succeeding annual meeting to a term commensurate with the term, or remaining unexpired term, of the remaining Directors of the applicable class; and provided, further, that each Director at any time shall hold office until his or her successor is duly elected and shall qualify, or until his or her earlier death, resignation or removal.

Section 4.04 Qualifications of Directors and Nomination of Candidates. In order to be eligible for consideration by Members for election as Directors, a candidate shall be nominated and recommended to Members as follows:

(A) At the first meeting of the Board of Directors in each year or otherwise prior to the annual meeting or any special meeting of Members at which Directors are to be elected, the Board of Directors shall nominate and recommend not less than one (1) candidate for election to each office of Director to be elected by Members at that Members' meeting. The Board of Directors may delegate to a nominating committee, consisting of not less than three (3) Directors appointed by the Board of Directors, to convene at the call of one of those Directors who shall be designated as the chairperson of the committee to recommend to the Board of Directors candidates for the Board of Directors to consider for such nomination and recommendation.

(B) On or before (i) the ninetieth (90th) day prior to any annual or special meeting of Members at which Directors are to be elected, or (ii) if later, the tenth (10th) day after notice of such meeting is given pursuant to these Bylaws, Members may nominate and recommend one or more candidates for election to any office of Director to be elected at such meeting by submitting to the Secretary of the Company a petition signed by at least twenty-five percent (25%) of the Members and received by the Chief Executive Officer or the Secretary of the Company at its principal office in Bucyrus, Ohio, which petition must state the qualifications of each such candidate. The Secretary shall determine all questions as to the genuineness of any signature on any such petition and the validity of any such person's position as Member, which determination as long as not contrary to any advice of legal counsel for the Company, shall be final and binding upon all persons, including Members and Directors.

Section 4.05 Vacancies. Vacancies, including those resulting from any increase in the authorized number of Directors, may be filled by the Directors, and any Director so chosen shall hold office until the next election of the class of Directors for which such Director shall have

been chosen and until his or her successor is duly elected and shall qualify, or until his or her earlier death, resignation or removal.

Section 4.06 Removal. A Director or Directors may be removed from office at any time, with or without assigning any cause, only by the Directors.

Section 4.07 Resignation. Any Director may resign at any time by giving written notice to the Chairperson, the Chief Executive Officer or the Secretary. Such resignation shall take effect immediately or at the time specified therein and shall become effective upon delivery unless otherwise specified therein. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 4.08 Meetings. The Directors shall hold such meetings as may from time to time be called, by the Chairperson, the Chief Executive Officer or any two (2) Directors. All meetings of the Directors shall be held at the principal office of the Company in Bucyrus, Ohio, or at such other place (which may be within or without the State of Ohio) as the Directors may from time to time determine or otherwise as may be stated in any notice given of such meeting. Meetings of the Directors may be held through any communications equipment if all Persons participating can hear each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Section 4.09 Notice of Meetings. Notice of the time and place of each meeting of the Directors shall be given in writing to each of the Directors by at least one of the following methods:

(A) by mail addressed and sent to the residence or usual place of business of a Director, as such address appears on the records of the Company not less than three (3) days before such meeting;

(B) by facsimile transmission or electronic mail to a telephone number or electronic mail address specified by the recipient thereof for such communications, as the same appears on the records of the Company, or by personal delivery or delivery service to the residence or usual place of business of a Director as the same appears on the records of the Company, in each case not later than the day before the date on which such meeting is to be held; or

(C) personally or by telephone not later than the day before the date on which such meeting is to be held.

Notice given to a Director by any one of the foregoing methods shall be sufficient, and the method of giving notice to all Directors need not be uniform. Notice of any meeting of the Directors may be given only by the Chairperson, the Chief Executive Officer, or the Secretary. Any such notice need not specify the purpose or purposes of the meeting. Notice of adjournment of a meeting of the Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4.10 Waiver of Notice. Notice of any meeting of the Directors may be waived in writing, either before or after the holding of such meeting, by any Director. The attendance of any Director at any meeting of the Directors without protesting, prior to or at the commencement

of the meeting, the lack of proper notice shall be deemed to be a waiver by such Director of notice of such meeting.

Section 4.11 Quorum; Vote Required. A majority of the number of Directors then in office shall be necessary to constitute a quorum for a meeting of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, except as otherwise provided by law, the Articles, or these Bylaws. In the event of an absence of a quorum at any meeting of the Board of Directors or at any adjournment thereof, a majority of those Directors present may adjourn such meeting from time to time until a quorum shall be and notice of any adjourned meeting need not be given.

Section 4.12 Action in Lieu of Meeting.

(A) Any action that may be authorized or taken at a meeting of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all the directors.

(B) Any telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a Director entitled to notice of such a meeting and that contains an affirmative vote or approval of that Director is a signed written consent for the purposes of this Section.

Section 4.13 Committees.

(A) The Board of Directors (i) may create an Executive Committee or any other committee of the Directors, to consist of not less than three (3) Directors, and (ii) may authorize the delegation to any such committee any of the authority of the Directors, however conferred. The Chief Executive Officer shall be an ex officio member of each such Executive Committee or other committee of the Directors and, in that capacity, shall be counted for quorum purposes and shall have the right to vote.

(B) Any Executive Committee or other committee of the Directors shall serve at the pleasure of the Directors, shall be subject to the control and direction of the Directors and, unless otherwise authorized by Directors, shall act only in the intervals between meetings of the Directors. Any such Executive Committee or other committee of the Directors may act by a majority of its Members at a meeting or by a writing or writings signed by all of its Members.

(C) Any act or authorization of any act by the Executive Committee or any other committee of the Directors within the authority delegated to it by the Directors shall be as effective for all purposes as the act or authorization of the Directors. No notice of a meeting of the Executive Committee or of any other committee of the Directors shall be required. A meeting of the Executive Committee or of any other committee of the Directors may be called only by the Chief Executive Officer or by a Member of such Executive Committee or other committee of Directors. Meetings of the Executive Committee or of any other committee of the Directors may be held through any communications equipment if all Persons participating can hear each other, and participation in such a meeting shall constitute presence thereat.

Section 4.14 Compensation. Directors shall be entitled to receive compensation for services rendered and expenses incurred as Directors, or as Members of any committee of the Directors.

## SECTION 5 Officers

Section 5.01 Officers. The officers of the Company to be elected by the Directors shall be (i) a Chairperson, a Vice-Chairperson, a Chief Executive Officer, and a President, each of whom must be a Director, (ii) a Secretary and a Treasurer, and (iii) if desired, one or more Vice President(s) and such other officers and assistant officers as the Directors may from time to time elect. Officers may be paid such compensation as the Directors may determine. Any two (2) or more offices may be held by the same Person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Articles or these Bylaws to be executed, acknowledged, or verified by two (2) or more officers.

Section 5.02 Tenure of Office. The officers of the Company shall hold office at the pleasure of the Directors. Any officer of the Company may be removed, either with or without cause, at any time, by the affirmative vote of a majority of all the Directors then in office; any such removal, however, shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.03 Duties of the Chairperson. The Chairperson shall preside at all meetings of the Directors and, unless another officer of the Company is designated by the Chairperson or the Directors, all meetings of Members. He or she shall have such other powers and duties as the Directors shall from time to time assign to him or her.

Section 5.04 Duties of the Vice-Chairperson. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson (including presiding at meetings of the Directors and, unless another officer of the Company is designated, of Members), and when so acting shall have all the powers of and be subject to all restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties and have such other powers as the Directors may from time to time assign to him or her.

Section 5.05 Duties of the Chief Executive Officer. The Chief Executive Officer shall exercise supervision over the business of the Company, and shall have, among such additional powers and duties as the Directors may from time to time assign to him or her, the power and authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring the signature of the Chief Executive Officer of the Company.

Section 5.06 Duties of the President. The President shall be the Chief Operating Officer of the Company. In the absence of the Chief Executive Officer or in the event of his or her inability or refusal to act, the President shall perform the duties of the Chief Executive Officer and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chief Executive Officer. The President shall perform such other duties and shall have such other powers as the Directors may from time to time assign to him or her.

Section 5.07 Duties of the Secretary. It shall be the duty of the Secretary, or of an assistant secretary, if any, in case of the absence or inability to act of the Secretary, to keep minutes of all proceedings of the Members and of the Directors and to make a proper record of the same; to perform such other duties as may be required by law, the Articles, or these Bylaws; to perform such other and further duties as may from time to time be assigned to him or her by the Directors or the Chief Executive Officer; and to deliver all books, paper, and property of the Company in his or her possession to his or her successor, or to the Chief Executive Officer.

Section 5.08 Duties of the Treasurer. The Treasurer, or an assistant treasurer, if any, in case of the absence or inability to act of the Treasurer, shall receive and safely keep in charge all money, bills, notes, chooses in action, securities, and similar property belonging to the Company, and shall do with or disburse the same as directed by the Directors; shall keep an accurate account of the finances and business of the Company, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, together with such other accounts as may be required and hold the same open for inspection and examination by the Directors; shall give bond in such sum with such security as the Directors may require for the faithful performance of his or her duties; shall, upon the expiration of his or her term of office, deliver all money and other property of the Company in his or her possession or custody to his or her successor or the Chief Executive Officer; and shall perform such other duties as from time to time may be assigned to him or her by the Directors or the Chief Executive Officer.

## SECTION 6 Indemnification and Insurance

Section 6.01 Indemnification of Directors and Officers. To the maximum extent permitted by law, the Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact the person is or was a Director or officer of the Company, or which Director or officer is or was serving at the request of the Company as a director, officer, trustee, employee, partner, fiduciary, or agent of another company, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding.

Section 6.02 Indemnification of Employees and Agents. (a) Within limitations prescribed by law and subject to Section 6.02(b), the Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was an employee or agent of the Company, or which employee or agents is or was serving at the request of the Company as a director, officer, trustee, employee, partner, fiduciary, or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding.

(b) Except to the extent that indemnification is otherwise ordered by a court or required by Section 6.01, indemnification shall be made under this Section 6.02 only as authorized in the specific case upon a determination made by the Board of Directors that indemnification of such person is proper under the circumstances and is in the best interests of the Company.

Section 6.03 Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, and transcript costs) incurred in defending any action, suit or proceeding referred to in this Section 6 shall be paid by the Company in advance of the final disposition of such action, suit, or proceeding to or on behalf of the officer or Director promptly as such expenses are incurred by him or her, but only if such officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue, or other matter asserted in such action, suit, or proceeding in defense of which he or she shall not have been successful on the merits or otherwise if it is proved by clear and convincing evidence in a court of competent jurisdiction that, in respect of any such claim, issue, or other matter, his or her relevant action or failure to act was occasioned by his or her deliberate intent to cause injury to the Company or his or her reckless disregard for the best interests of the Company, unless, and only to the extent that, the court in which such action, suit, or proceeding was brought shall determine upon application that, despite such determination, and in view of all of the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 6.04 Limitation on Indemnification and Advances for Expenses. Notwithstanding anything contained herein to the contrary, the Company shall not be obligated under this Section 6 to advance expenses or otherwise indemnify any person:

(a) With respect to any action, suit or proceeding referred to in this Section 6 that is initiated, or any claim made or threatened to be made in any action, suit, or proceeding, by such person against the Company (or any company, partnership, joint venture, trust, pension or other employee benefit plan or other enterprise controlling, under common control with, or controlled by the Company) other than an action, suit, or proceeding (1) for enforcement of person's rights under this Section 6, or (2) authorized or consented to by the Company's Board of Directors; or

(b) To the extent, if any, it is determined by the Company's Board of Directors or by written opinion of legal counsel designated by the Company's Board of Directors for such purpose that indemnification is contrary to applicable law.

Section 6.05 Indemnification Not Exclusive. The indemnification provided by this Section 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of members or Directors, or otherwise.

Section 6.06 Insurance. The Company may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Company or is or was serving at the request of the Company as a director, officer, trustee, partner, fiduciary, employee or agent of another corporation, partnership, joint venture, trust, pension or other employee benefit plan, or other enterprise against any liability asserted against him and incurred by him in such capacity, or arising out of the status as such, whether or not the Company would have the power to indemnify him against such liability under applicable state law.

Section 6.07 Prohibition against Amendments. Any repeal, modification, or amendment to these provisions for indemnification or advancement of expenses shall not adversely affect any right in respect of acts or omissions of any indemnified person occurring prior to such repeal, modification, or amendment.

## SECTION 7

### Access to Records

Section 7.01 Request for Inspection. The Board of Directors may determine from time to time whether, and if allowed, when, and under what circumstances and regulations the books and records of the Company shall be open to the inspection of any member, and the Members' rights in this respect are and shall be restricted and limited accordingly. Any request by any member for the inspection of records shall be made in writing addressed and delivered to the President or Secretary and shall include: An affidavit under oath (i) stating the person, at the date of the request, is currently and has been for not less than twenty-four (24) months a member; (ii) identifying with specificity each book and record requested for inspection and, with respect to each, the purpose for such inspection; (iii) agreeing to maintain the confidentiality and proprietary nature of any confidential or proprietary information learned from the inspection except to the extent disclosure is required; and (iv) affirming that the only use of the information learned from such inspection will be for the interest of the business, management, or operations of, or for the Member's membership interest in, the Company; and not for commercializing or otherwise profiting from any such learned information; and if the inspection is to be by an attorney or other agent, a power of attorney, engagement letter, or such other writing under oath authorizing the attorney or other agent to so act on behalf of the Member.

Section 7.02 Board Determination. Unless the book or record requested to be inspected is a document that has been made publicly available by the Company or that has been authorized by the Board of Directors to be available for inspection by the Members, the request shall be submitted for consideration of the Board of Directors, or any authorized committee of the Board of Directors, at its next regularly scheduled meeting or, if determined appropriate by the Board of Directors or such committee, in the Board of Director's or such committee's sole discretion, at a special meeting in lieu thereof.

Section 7.03 Inspection of Records. Any such inspection shall be during reasonable business hours on a business day as may be scheduled by the Secretary or other appropriate officer or agent of the Company under the direction of the Board of the Directors.

Section 7.04 No such inspection shall include any right to make any photograph, photocopy, facsimile, or other copy of such book or record, except that the person so inspecting may make written notes of such in section, provided that a copy of such written notes are provided to the Company not later than the completion of such inspection or as otherwise directed by the Company's officer or agent scheduling the inspection.

SECTION 8  
Miscellaneous

Section 8.01 Amendments. These Bylaws may be amended or repealed, or new Bylaws may be adopted, by the Directors at any meeting of the Directors; provided, however, that any amendment to, or repeal of, Section 4.02 shall be effected by the Directors if such proposed amendment is separately approved by the Members as provided in Section 3.06. No amendment to or repeal of these Bylaws, and no amended Bylaws, shall take effect until approved by the Superintendent of Insurance of Ohio and until a copy thereof is filed in his or her office.

Section 8.02 Fiscal Year. The fiscal year of the Company shall begin on January 1 in each year.