

BY-LAWS
OF
GRINNELL MUTUAL HOLDING COMPANY

ARTICLE I. OFFICES

The principal office of the Corporation in the State of Iowa shall be located in the City of Grinnell. The Corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. Membership Eligibility.

Membership eligibility is set forth in the Articles of Incorporation of the Company.

Section 2. Annual Meeting.

The Annual Membership Meeting shall commence at 2:00 p.m. on the day stated in the Articles.

Section 3. Voting by Ballot.

If the Chairperson of the meeting of the membership shall so declare, the vote upon any question shall be by ballot.

Section 4. Majority Required.

Except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws, an affirmative vote of the majority of the members of the Corporation present in person and voting shall be sufficient to carry any proposition.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Number of Directors

The number of Directors which shall constitute the whole Board of Directors is twelve (12).

Section 2. Duties of the Chair of the Board

It shall be the duty of the Chair of the Board to preside at all meetings of the membership, all meetings of the Board, and all meetings of the Governing Committee; to appoint all committees of the Board with the consent of the Board; and to perform such other duties as the Board may assign.

Section 3. Duties of the First Vice Chair of the Board

The First Vice Chair shall perform the duties of the Chair of the Board in his absence and shall have such other duties as the Board may assign.

Section 4. Duties of the Second Vice Chair of the Board

The Second Vice Chair shall perform the duties of the First Vice Chair of the Board in his absence and shall have such other duties as the Board may assign.

Section 5. Governing Committee

The Chair, First Vice Chair, and Second Vice Chair of the Board and the Chief Executive Officer of the Corporation shall constitute a governing committee having the following powers and responsibilities:

1. To confer in matters of general administration and in the execution of actions taken by the Board.
2. To act on behalf of the Board, subject to approval at the first meeting thereafter, on matters of urgency that may arise when the Board is not in regular session.

The Governing Committee may meet via telephone, electronic communication, or similar means of communication. The Chief Executive Officer and any other two members of the Governing Committee shall constitute a quorum.

Section 6. Meetings. The regular annual meeting shall be held within three (3) days of adjournment of the annual meeting of the members. Other regular meetings shall be held at such times as the Board shall determine. No notice shall be required for regular meetings.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, the Chief Executive Officer, the President or a majority of the Directors. Notice of such meetings shall be given to each Director at least two days before the date on which the meeting is to be held. Such notice shall not be necessary when all of the Directors have executed written waivers consenting to the

meeting and when a quorum of Directors is present. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.

Section 8. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9. Compensation

The Board, by affirmative vote of the majority of Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as Directors and that expenses, if any, of attendance at each meeting of the Board may be paid.

Section 10. Action Without a Meeting.

Any action required by the Iowa Business Corporation Act to be taken at a meeting of the Directors of the corporation, or any action taken which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if each of the Directors or each of the members of a committee of the Directors, as the case may be, signs a consent in writing setting forth the action so taken. Action taken under this section is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the corporation. Action taken under this section is the act of the committee of Directors when one or more consents signed by all the Directors on that committee are delivered to the corporation. A Director's consent may be withdrawn by revocation signed by the Director and delivered to the Corporation prior to delivery to the corporation of unrevoked written consents signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

Section 11. Presence By Telephone

Members of the Board of Directors of the Corporation may participate in a meeting of the Board of Directors using conference telephone or other technology by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting

or unless the Director shall file a written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 13. Age Limitation.

No person shall be elected as a Director after attaining the age 67.

ARTICLE V. OFFICERS

Section 1. Executive Officers.

The Executive Officers of the Corporation shall be a Chairperson, a First Vice Chair, a Second Vice Chair, a Chief Executive Officer, a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Any two offices may be held by the same person.

Other Officers. The Board of Directors may elect or appoint any other officers as it may deem necessary. The action electing or appointing such officer shall specify the duties and responsibilities of the officer.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until death, or resignation, or shall have been removed in the manner hereinafter provided.

Section 3. Removal.

Any officer or agent may be removed, with or without cause, by the Board of Directors whenever in its judgment 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 of an officer or agent shall not of itself create contract rights. A removal may only be effected upon a majority vote of the Board of Directors.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, or removal may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairperson.

The Chairperson of the Board of Directors shall perform such duties and have such responsibilities as are usually incident to the office of Chairperson of the Board, or as the By-Laws may prescribe, and if present shall preside as Chairperson at all meetings of members and of the Board of Directors and of the Executive Committee of the Board, or other committees from time to time appointed by the Board of which he may be a member. In cooperation with the Chief Executive Officer and the President, he shall be responsible for the establishment of general policies of the company, subject to the control of the Board of Directors.

Section 6. First Vice Chair.

The First Vice Chair shall perform the duties of the Chairperson of the Board in the absence of the Chairperson and shall have such other duties as the Board may assign.

Section 7. Second Vice Chair.

The Second Vice Chair shall perform the duties of the First Vice Chair in the absence of the First Vice Chair and shall have such other duties as the Board may assign.

Section 8. Chief Executive Officer. The Chief Executive Officer is subject to the control of the Board of Directors and shall in general supervise and control all of the business and affairs of the Corporation. The Chief Executive Officer may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9. President. The President is subject to the control of the Chief Executive Officer and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Chief Executive Officer, Secretary, or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the

office of President and such other duties as may be prescribed by the Chief Executive Officer and the Board of Directors from time to time.

Section 10. Vice President. The Vice President, or if there are more than one, the Vice Presidents, shall be subject to the control and direction of the President and shall have such powers and perform such duties as shall be delegated to them from time to time by the President, or by these By-Laws, or Resolution of the Board of Directors from time to time.

Section 11. The Secretary. The Secretary shall keep a record of the minutes of the proceedings of the meetings of Directors and all annual meetings and shall give notice as required in these By-Laws of all such meetings. The Secretary shall have custody of all books, records, the corporate seal and papers of the Company, except such as shall be in the charge of the Treasurer or some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

Section 12. The Treasurer. The Treasurer shall have custody of the Corporation funds and securities and shall keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Chief Executive Officer, the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer, the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial conditions of the Corporation. All checks for payment of money shall be signed by the Treasurer or Assistant Treasurer, if any, or other persons authorized by the Board of Directors.

Section 13. Salaries. The salaries of all officers shall be fixed from time to time by the Board of Directors, upon the recommendation of the Executive Compensation Committee.

ARTICLE VI. COMMITTEES

Section 1. Appointment.

The Board of Directors may, at its regular annual meeting or from time to time, appoint such committees, with such name or names as it may determine. The appointment of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

Section 2. Authority.

All Committees, other than the Governing Committee, which is established in the Articles of Incorporation, shall, when the Board of Directors is not in session, perform the duties and exercise the powers delegated to it in the resolution designating and constituting the same. The powers of the Governing Committee are set forth in the Articles of Incorporation.

Section 3. Tenure and Qualifications.

Each member of any committee shall hold office until the next regular annual meeting of the Board of Directors and until a successor is elected and qualified.

Section 4. Meetings.

Regular meetings of any committee may be held without notice at such times and places as the committee may fix from time to time by resolution or as determined by the Committee Chair. Special meetings of any committee may be called by a majority of members thereof, or by the Chief Executive Officer or the President of the Corporation, upon not less than one day's notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of such committee at his business address. Any member of the committee may waive notice of any meeting, and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of any committee need not state the business proposed to be transacted at the meeting.

Section 5. Quorum.

All members of any committee shall be necessary to transact any business at any meeting thereof, and action of any committee must be authorized by a unanimous vote of the committee.

Section 6. Action Without a Meeting.

Any action required or permitted to be taken by any committee at a meeting 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 of such committee.

Section 7. Telephone Conferences.

A committee may meet by use of telephone conference call. One of the members shall serve as Secretary and reduce any action taken to the form of written minutes. Within five days after the conference call, the member who served as Secretary shall

forward copies of the minutes to all other members of the Board. Any member of the committee who disagrees with the minutes shall, within ten days thereafter, notify the Chair of the committee of any disagreement. All such minutes and corporate action shall be ratified at the next meeting of the Board.

Section 8. Vacancies.

Any vacancy in any committee may be filled by a resolution adopted by a majority of the Board of Directors.

Section 9. Resignations and Removal.

Any member of any committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors. Any member of any committee may resign from such committee at any time by giving written notice to the Chief Executive Officer, the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Procedure.

Each committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these By-Laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

Section 11. Compensation.

The compensation, if any, and expense allowance, if any, to be paid to members of a committee shall be fixed by the Board of Directors.

ARTICLE VII. TRANSFERS, FUNDS, SECURITIES AND CONTRACTS

Section 1. Transfers.

The Chief Executive Officer, the President, the Treasurer or any officer authorized by the Board of Directors shall have authority to transfer registered bonds or stocks; to assign or satisfy mortgages and to execute deeds or other instruments affecting real estate on behalf of the Corporation, and to affix the corporate seal thereto when customary or required; and all instruments affecting real estate shall be attested by the Secretary when required by the laws of the state in which the real estate is located. In all transactions, any officer of the Corporation is hereby authorized to receive and receipt for all money due and payable to the corporation.

Section 2. Funds.

The funds of the Corporation shall be deposited in the name of the Corporation in such depositories as the Board of Directors shall designate; and shall be disbursed only upon checks, drafts or other orders bearing such personal or facsimile signatures as may be authorized by resolution of the Board of Directors or as may be authorized by the Chief Executive Officer, the President or Treasurer or by such other officers as the Board of Directors may designate.

Section 3. Securities.

All securities owned by the Corporation shall be deposited for safekeeping in such safety deposit vault or vaults as the Board of Directors may designate and approve, or the law may require, and access thereto shall be only by such officer or officers, or employee or employees, together with such additional officer or officers, or employee or employees, as may from time to time be designated by resolution of the Board of Directors; provided, however, such securities may, if the Board of Directors shall deem advisable, be deposited for safekeeping and servicing in one or more legal custodianships, with one or more banks or trust companies, designated by the Board of Directors, under such usual regulations, restrictions and safeguards as the Board of Directors by resolution shall fix.

Unless other provisions are made by the Board of Directors, the Chief Executive Officer, the President, the Treasurer or the Secretary is empowered to vote such securities either in person or by proxy.

ARTICLE VIII. DIRECTOR CONFLICTS OF INTEREST

A conflict of interest transaction is a transaction with the corporation in which a Director has a direct or indirect interest. A conflict of interest transaction is not voidable by the corporation because a Director had a direct or indirect interest if any of the following is true:

- (1) The material facts of the transaction and the Director's interest were, in accordance with the By-Laws, disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or the committee authorized, approved, or ratified the transaction.
- (2) The transaction was fair to the Corporation.

For purposes of this Article, a Director has an indirect interest in a transaction if the director has a material financial interest in another entity or is an officer or director of such other entity and that entity is a party to the transaction.

A conflict of interest transaction shall only be approved if it is authorized, approved or ratified by a majority of the Directors who have no direct or indirect interest in the transaction, but it may not be approved by a single Director.

For purposes of taking action under this Article, a quorum shall consist of Directors who are present and have no direct or indirect interest in the transaction.

The presence of an inadvertent vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action if the transaction is otherwise authorized, approved or ratified as provided under (1) above.

ARTICLE IX. MEMBERS LIABILITY

The private property of members shall in no case be liable for corporate debts but shall be exempt therefrom.

ARTICLE X. NOTICE

Section 1. Method of Notice.

Except as otherwise provided in these bylaws or the articles of incorporation, any required notice shall consist of written notice deposited in the United States mail directed to the address of the person to be notified as shown in the records of the Corporation. Notice to members may be given by electronic transmission only if the member has consented to receive such notice via electronic transmission and has designated in such consent the address, location, or system to which these notices may be electronically transmitted.

Section 2. Notice to Directors.

The Corporation may provide any required notice to a member of the Board in person, by telephone, through the United States mail, or via electronic transmission, but notice may be given by electronic transmission only if the Board member has consented to receive such notice via electronic transmission and has designated in such consent the address, location, or system to which these notices may be electronically transmitted.

SECTION 3. Substitute for Notice.

Whenever notice is required to be given to any member or Director of the Corporation within the provisions of the Iowa Code, under the Articles or Bylaws of the

Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

Attendance of a Director at or participation in a meeting shall constitute a waiver of notice of such meeting unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

ARTICLE XI. INDEMNIFICATION FOR OFFICERS AND EMPLOYEES

The Corporation shall indemnify an officer or employee for liability (as such term is defined in Section 490.850(5) of the Iowa Business Corporation Act) for any action taken, or any failure to take any action, as an officer or employee, except liability for any of the following: (1) the amount of a financial benefit received by an officer or employee to which the officer or employee is not entitled; (2) an intentional infliction of harm on the Corporation or the members; or (3) an intentional violation of criminal law. If Chapter 491 of the Iowa Code is hereafter amended to authorize broader indemnification to officers or employees, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification to the maximum extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification. The right to indemnification provided in this Article is a contract right.

The rights of indemnification provided in this Article shall not be exclusive of any other right to which any officer or employee may be entitled; shall not be applicable to liability covered by insurance benefits available to an officer or employee; and shall not preclude the collecting of insurance benefits that may be available.

ARTICLE XII. GENERAL PROVISIONS

Section 1. Seal.

The Corporation shall not have a seal.

Section 2. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the thirty-first of December in each year.

ARTICLE XIII. AMENDMENTS

Section 1.

These By-Laws may be amended by addition, alteration or repeal at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors present.

Section 2.

A copy of each proposed change in the By-Laws shall be delivered or mailed by the Secretary to each member of the Board of Directors at least ten (10) days prior to the meeting at which it is to be considered. This notice may be waived by the unanimous consent of the Board of Directors.

ARTICLE XIV. EXECUTION OF INSTRUMENTS IN COUNTERPART, BY FACSIMILE, AND BY ELECTRONIC SIGNATURE

Subject to applicable law, any instrument or document that must or may be executed on behalf of the Corporation may be signed by means of secure electronic signature or facsimile.

Any instrument or document that must or may be executed on behalf of the Corporation by more than one person may be executed in separate counterparts, each of which when duly executed by one or more of such persons is an original and all such counterparts together constitute the same such instrument or document.

Subject to the Act, wherever a notice, document or other information is required under the bylaws to be created or provided in writing, that requirement may be satisfied by creating and/or providing an electronic document.