

Constitution and By-Laws

of

**WESTFIELD EMPLOYEES FEDERAL
POLITICAL ACTION COMMITTEE OF THE
OHIO FARMERS INSURANCE COMPANY**

Constitution and By-Laws
of
Westfield Employees Federal Political
Action Committee of the
Ohio Farmers Insurance Company
(WEFEDPAC)

ARTICLE I - NAME

The name of this Committee shall be Westfield Employees Federal Political Action Committee of the Ohio Farmers Insurance Company. The Committee shall also be referred to as "WEFEDPAC" and hereinafter sometimes as "Committee".

ARTICLE II - PURPOSES AND OBJECTIVES

The Committee is a separate segregated fund ("SSF") established pursuant to the Federal Election Campaign Act by the Ohio Farmers Insurance Company, and is a voluntary, non-profit and non-partisan endeavor. The Committee shall identify, support, contribute to and encourage candidates for federal, state, and local elective offices who have demonstrated their commitment to good government and who have taken responsible positions on federal, state, and local issues of interest, concern and importance to business and the insurance industry. The Committee shall also support and contribute to committees of national, state and local political parties, federal or state caucus or legislative campaign funds, and other federal SSFs or state or local PACs to promote the interests of business and the insurance industry. The Committee shall solicit or receive voluntary contributions as permitted by law from employees, officers, directors and retirees of Ohio Farmers Insurance Company, its subsidiaries and affiliates. In turn, the Committee shall contribute to candidates whom the Committee believes will best represent the citizens of the United States, Ohio and other states, and political subdivisions thereof, in carrying out the duties of the elective offices they seek. The Committee is not and shall not become

affiliated with any political party or any particular candidate. Within the limits of applicable law, the Committee may do any and all things necessary or desirable to attain the purposes and objectives set forth in this document.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Committee shall be located at such place as is designated by the Board of Directors of the Committee.

ARTICLE IV - POWERS

In furtherance of its purposes and objectives and to the extent permitted by law, the Committee shall have the power: to engage in fund-raising activities; to solicit and receive voluntary contributions and support; to make contributions and provide support to federal, state, local and judicial candidates, other SSFs and state PAC's, committees of national, state and local political parties, and federal or state caucus or legislative campaign funds; and, to hold such property and perform such other acts as are necessary or appropriate to accomplish its purposes.

ARTICLE V - CONTRIBUTIONS

As permitted by applicable law, any individual who supports the purposes and objectives of this Committee may become a Member of the Committee by making a voluntary contribution to the Committee and providing such information as may be required by applicable law, and by complying with all other requirements established by this Constitution and By-Laws, by the Treasurer of the Committee, and by the Board of Directors of the Committee. The Committee shall accept only unrestricted contributions, and no contribution shall be accepted which is earmarked for any particular political committee or candidate. Contributions received by the Committee shall not be comingled with the treasury funds of the Ohio Farmers Insurance Company or any of its affiliates. The Committee shall not directly or indirectly accept any

contributions or support from a corporation, except as permitted by law.

ARTICLE VI - BOARD OF DIRECTORS

(1) The Board of Directors of the Committee shall have general supervision and control regarding the affairs and funds of the Committee, as permitted by applicable law, including determinations of which political candidates, funds or entities will receive contributions or support from the Committee and the amount of such contributions or support. The Directors shall serve without compensation but may be reimbursed for actual expenses incurred in connection with their service as Directors. Nothing contained herein is intended to impose any liability upon the Board of Directors for any violation by the Treasurer of the Treasurer's obligations under Article VII hereof or any provision of law applicable thereto.

(2) The Board of Directors shall consist of at least four (4) Members. The officers and others who execute this Constitution and By-Laws shall constitute the initial Board of Directors. Additional Director positions may be created by the Board of Directors at any time. Any Director may resign at any time by submitting a written notice of resignation to the Chairman. Vacancies on the Board of Directors shall be filled by a majority vote of the existing members of the Board of Directors.

(3) Directors shall serve staggered terms of three (3) years, provided that the Directors executing this Constitution and By-Laws who constitute the initial Directors shall serve the terms stated opposite their respective signatures hereon, and until they are re-elected or their respective successors are qualified as required by law, elected and installed. Any person elected to fill a vacancy on the Board of Directors shall initially hold such office for the unexpired term of the office. Any additional Director positions hereafter created by the Board of Directors shall be assigned initial terms in a manner to provide, as nearly as practicable, for the election of an equal

number of Directors each year.

(4) Directors shall be elected by a majority vote of the existing members of the Board of Directors whose terms are not expiring. Prior to any vote to fill a vacancy or a new Director position, the Chairman of the Board of Directors shall inform the Chief Executive Officer of the Ohio Farmers Insurance Company of the name of the candidates under consideration. Any Director may be removed from office at any time by a majority vote of the other members of the Board of Directors. All Directors shall be eligible for re-election at the expiration of their terms of office.

(5) A majority of the members of the Board of Directors shall constitute a quorum for the transaction of all business of the Board of Directors.

ARTICLE VII - OFFICERS

(1) The officers of the Committee shall be a Chairman, a Treasurer, an Assistant Treasurer, a Vice President and General Counsel, and such other officers and assistant officers, if any, as the Board of Directors may from time to time elect or appoint. The officers shall be elected annually by the Board of Directors from the Members of the Board and shall serve for a term of one (1) year and until their respective successor is elected or appointed. Vacancies in any office may be filled for the remainder of the term by the Board of Directors. Any officer may be removed from office by a majority vote of the Board of Directors.

(2) The Chairman shall serve as Chairman of the Board of Directors and shall preside at all meetings. The Chairman shall communicate any suggestions or recommendations as may, in his or her opinion, promote the welfare and increase the usefulness of the Committee, and shall perform such other duties as are necessarily incidental to the office. The Chairman shall be a member ex-officio of any committee or subcommittee of the Committee.

(3) The Secretary shall preside over the meetings of the Board of Directors during the absence or incapacity of the Chairman. Additionally, the Secretary shall keep correct and complete minutes of all proceedings and actions of the Board of Directors and all committees and subcommittees, and shall perform such further duties as are customarily performed by a Secretary or as shall be prescribed by the Board of Directors. The Treasurer shall serve as the Committee's chief financial officer and be the custodian of the funds of the Committee with final authority and duty to collect, disburse, account for and report on all monies of the Committee. The Treasurer shall present a financial report to the Board of Directors at least quarterly, and pursuant to applicable law and otherwise as appropriate, shall

(a) keep a detailed account and record of

- (i) all contributions made to the Committee;
- (ii) the full name and mailing address of every person making a contribution to the Committee and the date and the amount thereof, as required by applicable law;
- (iii) all contributions and expenditures made by or on behalf of the Committee;
- (iv) the full name and mailing address of every person, organization or committee to which any disbursement, expenditure or contribution is made, the date and the amount thereof and the name, address and office sought by each candidate to whom or on whose behalf an expenditure, disbursement or contribution is made; and
- (v) received bills and canceled checks, stating the particulars, for every disbursement, made by or on behalf of the Committee.

(b) be responsible for preparing, signing and timely filing with appropriate governmental officials all reports, tax returns and documents as required by applicable law;

(c) keep copies of all reports, receipts and records as required by applicable law; report and make applicable filings regarding any change in registration information, position of Treasurer or Deputy Treasurer, or amendments to required filings;

(d) deposit all receipts in a bank or depository institution within ten days of the Treasurer's receipt, unless a prior determination is made that a contribution exceeds applicable

limits or comes from an illegal source;

(e) ensure that appropriate disclaimers appear on political communications as required by applicable law;

(f) act as a liaison with the custodian, if any, and preserve the anonymity of noncontributors or small contributors as required by applicable law;

(g) seek advisory opinions from the Federal Election Commission, the Internal Revenue Service, applicable state elections agencies or private counsel when advisable; and

(h) serve as a member of any committee or subcommittee of the Committee or the Board of Directors when appropriate.

(4) The Assistant Treasurer shall perform the duties of the Treasurer during the absence or incapacity of the Treasurer, and such duties as are delegated to him or her by the Treasurer.

(5) The Vice President and General Counsel shall ensure the Committee's compliance with applicable law.

ARTICLE VIII - DIRECTORS' MEETINGS AND ACTIONS WITHOUT MEETINGS

(1) The Board of Directors shall hold at least one meeting annually at such time as determined by the Board. Special meetings of the Board of Directors may be called by the Chairman on his own initiative or upon the written request of two (2) other members of the Board of Directors. Notice of all meetings of the Board of Directors shall be given at least two (2) business days prior to the meeting unless waived by the Director entitled to such notice. Attendance by a Director at a meeting shall constitute waiver of notice of the meeting. Notice may also be waived in writing before or after the meeting. Meetings of the Board of Directors may be held through any available communications equipment provided all persons participating in the meeting are able to communicate with all other persons participating in the meeting. Participation in such a meeting pursuant to this provision shall constitute presence at the

meeting.

(2) The Board may also act by concurrence in writing of a majority of the Board members without a meeting through a written poll of all the members of the Board conducted by the Chairman or his designated agent. Action may also be taken by concurrence of a majority of the Board members without a meeting through a telephone poll of all members of the Board conducted by the Chairman or his designated agent. A written record shall be kept of Board actions taken by written canvasses and telephone polls.

ARTICLE IX - COMMITTEES AND SUBCOMMITTEES

The Board of Directors may establish such committees and subcommittees as it deems necessary or desirable for the conducting of the affairs of the Committee and may confer such powers and duties upon such committee and subcommittees as it deems appropriate and necessary.

ARTICLE X - BOOKS, RECORDS, ACCOUNTS AND DEPOSITS

The Committee shall be responsible for keeping accurate and complete books, records and accounts as required by applicable law. Funds of the Committee shall be deposited in such financial institution or institutions as the Board of Directors shall designate and as required by applicable law.

ARTICLE XI - EXPENSES OF ESTABLISHMENT, ADMINISTRATION AND SOLICITATION

As permitted by applicable law, the Ohio Farmers Insurance Company may use its general treasury funds to pay the establishment, administration, and solicitation costs incurred by

the Committee.

ARTICLE XII - INDEMNIFICATION

To the fullest extent not prohibited by applicable law, the Committee may indemnify any Director, officer or employee of the Committee, or any other person as deemed proper by the Treasurer, for and against any and all costs and expenses (including but not limited to attorneys fees, judgments, fines, penalties, settlements and disbursements) incurred by or imposed upon such person by virtue of activities performed for the Committee or any action, suit, investigation or proceeding (including but not limited to matters before the Federal Election Commission, Ohio Secretary of State, Ohio Elections Commission or any board of election), whether civil, criminal, administrative or otherwise.

ARTICLE XIII - ADOPTION AMENDMENTS

This Constitution and By-Laws shall be effective as of April 10, 2002. This Constitution and By-Laws may be amended by a majority vote of the Board of Directors.

ARTICLE XIV - DISSOLUTION

The Committee may be dissolved by a vote of at least half of the Board of Directors with or without meeting. As permitted by law, upon dissolution of the Committee and after all expenses and debts of the Committee have been paid, the Board of Directors, in its sole discretion, shall distribute all assets of the Committee to any affiliated SSF, unaffiliated SSF, state or local political action committee, federal, state, local, or judicial candidate, committee for a national, state or local political party, or federal or state caucus or legislative campaign fund, as permitted by law.

IN WITNESS WHEREOF, the undersigned hereby adopt this Constitution and By-Laws as the governing instrument of the affairs of the Committee, and the undersigned hereby

consent to serve as the Officers and Directors of the Committee for the terms stated below and until their respective successors are elected, qualified and installed.