

NOTIFICATION OF BY-LAW CHANGES

SUMMARY OF BY-LAW AMENDMENTS DULY PASSED BY BOARD OF DIRECTORS IN MARCH 2021

ARTICLE 4 MEETINGS OF MEMBER SECTION 1

ORIGINAL: The annual meeting of the members of the Credit Union shall be held during January, February, or March of each calendar year. At least thirty (30) but no more than seventy-five (75) days before the date of any Annual Meeting or at least seven (7) days before the date of any special meeting of the members, a notice must be given to each eligible voting member. Notice may be by written notice delivered by mail or electronic mail. Except as otherwise provided in these Bylaws, all such meetings shall be conducted in accordance with Roberts Rules of Order. The Chairman of the Board shall appoint a Parliamentarian to assist at all annual or special meetings of the members of the Credit Union.

REVISION: The annual meeting of the members of the Credit Union shall be held no later than May 31 of each calendar year. At least thirty (30) but no more than seventy-five (75) days before the date of any Annual Meeting or at least seven (7) days before the date of any special meeting of the members, a notice must be given to each eligible voting member. Notice may be by written notice delivered by mail or electronic mail.

ARTICLE 4 MEETINGS OF MEMBER SECTION 5

ORIGINAL: The order of business at the Annual Meeting shall be as follows: (a) roll call; (b) reading of minutes of last meeting; (c) report of Directors; (d) report of Treasurer; (e) report of Supervisory Committee (at Board's discretion); (f) unfinished business; (g) new business, election of directors or announcement of directors elected; (h) adjournment.

REVISION: The following business at the Annual Meeting shall be: (a) roll call; (b) reading of minutes of last meeting; (c) report of Directors; (d) report of Treasurer; (e) report of Supervisory Committee (at Board's discretion); (f) unfinished business; (g) new business, election of directors or announcement of directors elected; (h) adjournment.

ARTICLE 4 MEETINGS OF MEMBER SECTION 7 (NEW)

The credit union may hold its annual meeting of the members and special member meetings, for authorized purposes other than member expulsion under Tennessee Code Annotated Section 45-4-302(a), virtually and without an in-person quorum if all the following conditions apply and are certified in meeting minutes by a resolution of the majority of a quorum of the board of directors:

- a. At least one of the following is located in an area where a federal, state, or local authority has declared a state of emergency or major disaster:
 - all or part of a community the credit union serves; or
 - the credit union's headquarters.
- b. The credit union has the technological capacity to facilitate a virtual meeting attendance, voting, and participation.
- c. Members receive at least seven (7) days advance notice of the change to a virtual meeting format and appropriate instructions for how to join, participate, and vote during the virtual meeting.
- d. The Tennessee Department of Financial Institutions has issued general or specific guidance notifying the credit union that it is appropriate to invoke this bylaw provision.

For the purposes of this section, the terms "virtual" and "virtually" mean webcasts, teleconferences, virtual meeting rooms, or similar means permitting members to listen, vote as necessary, and participate.

ARTICLE 6 DIRECTORS SECTION 2

ORIGINAL: A meeting of the Board of Directors shall be held within seven (7) days after each Annual Meeting. At this meeting, the Directors shall, by majority vote, elect from their own members a Chairman of the Board, Vice Chairman, Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary.

The Board of Directors shall also appoint a President who shall not be a member of the Board. The Board of Directors shall meet as often as the business of the Credit Union may require, but in no event less than monthly. Meetings may be called by the Chairman of the Board at any time and shall be called by the Chairman of the Board upon the request of three (3) voting Directors. Five (5) Board members shall constitute a quorum at any meeting of the Board, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Except as otherwise provided in these Bylaws, all meetings of the Board of Directors shall be in accordance with Roberts Rules of Order.

In determining whether a quorum or a majority exists, Directors participating in the meeting by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participate in the meeting shall be considered as present and voting.

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