

Notice of Bylaws Amendments

On March 26, 2025, the MTE Board of Directors approved amendments to Article II, Section 5-6, and Article III, Section 2, of the MTE Bylaws. The approved amendments eliminate proxy voting in MTE elections, non-member spouse voting in MTE elections, and extend the time period former employees of MTE or its subsidiaries must observe before becoming eligible to serve on the MTE Board of Directors. The amendment will become effective 60 days from the publication of this notice. The MTE Board of Directors approved these amendments pursuant to Article XIII of the MTE Bylaws.

Amendments to Article II, Section 5 and 6

Purpose: Elimination of proxy voting (including non-member spouse voting) and extension of the early voting period.

SECTION 5. VOTING. Each member entitled to a vote shall be an active member of the Cooperative, who is actually presently receiving electrical service from the Cooperative and who has not otherwise been suspended from membership. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote of the members, regardless of the number of memberships held by him/her. All elections ~~for Director or for the Nominating Committee~~ shall be decided by a vote of a plurality of the members voting therein ~~in person; by voting machine. proxy, or by other approved voting method set forth herein and drawing by lot shall resolve, where necessary, any tie votes; provided, when there is only one nominee for Director for each sub-district for which an election is to be held so that there is no election contest, then the election of the unopposed Director shall be decided upon a voice vote of the membership and the other means of voting in person, by proxy or by voting machine beginning on Monday prior to the annual meeting date shall be dispensed with in respect of said uncontested election.~~ All other questions ~~put to the members for decision at the Annual Meeting shall be decided by a vote of a majority of the members voting thereon in person by voting machine., by proxy, or by other approved voting methods set forth herein, except as otherwise provided by law, the Articles of Conversion of the Cooperative, or these By-laws. Drawing by lot shall resolve any tie vote in any such election or vote by the members. Voting by members in any election or other matter to be decided by the members at the Annual Meeting shall be conducted at the Cooperative's main office and such other district office(s) as the Board may authorize. Such voting shall: (i) commence on the Saturday before the Annual Meeting, continue during the following Monday through Friday, and close on the day of the Annual Meeting; and (ii) will be open during either normal business hours or special hours of operation established by the Board, as applicable. A vote by a member that is a corporate entity/organization, rather than an individual, may be cast by an officer of such corporate entity/organization upon presentation of satisfactory evidence confirming the officer's position and authority to cast the vote. A member shall be allowed to cast a vote in any election for Director regardless of the District in which the member resides. With regard to any contested election wherein there is more than one nominee for the position to be elected, in addition to voting at a meeting of the members at which a quorum is present or voting by proxy, a member may vote by voting machine beginning on Monday prior to the Annual Meeting date; the Cooperative shall provide one (1) or more voting machines(s) at the main district office and such other MTEMC offices as the Board may determine in each district at which voting machine(s) an eligible member may vote during the normal business hours of the district office beginning on the Monday before the Annual Meeting and ending on the Friday before the Annual Meeting; said votes cast at the voting machine shall be tabulated and included with those cast by members voting therein in person or by proxy. Voting by business entities/organizations shall be allowed upon the presentation to the Cooperative, prior to or upon registration at each member meeting, of satisfactory evidence entitling the person presenting the same to vote. The person presenting the same to vote on behalf of the business entities/organizations must be an officer of the business entities/organizations in order to cast a vote on behalf of the business entities/organizations. With regard to election of Directors, all eligible members regardless of the location of their residency shall be entitled to vote in all elections for all Directors:~~

SECTION 6. PROXIES. At all meetings of members, a person may vote by proxy by one of the following methods:

(a) ~~A member may vote by proxy executed in writing by the member. Such proxy shall be filed with the~~

~~Secretary or the Secretary's designee by noontime the day before the meeting and shall thereafter be validated by the Secretary or the Secretary's designee prior to being voted. No proxy shall be voted at any meeting of the members, except by a member, (unless otherwise provided hereafter), and unless it shall designate the particular meeting at which it is to be voted, and no proxy shall be voted at any meeting other than the one so designated or any adjournment of such meeting.~~

~~(b) — A non-member spouse (either husband or wife) shall be entitled to and may vote a proxy for a member spouse (either husband or wife). Such proxy voting by spouse shall not be required to be executed in writing or filed with the Secretary or Secretary's designee before or at the time of meeting, but is automatically granted to the non-member spouse unless the member spouse notifies the Cooperative in writing prior to the meeting that the non-member spouse shall not be entitled to proxy vote for the member spouse. The non-member spouse (either husband or wife) upon voting proxy for the member spouse shall in addition be entitled to vote as proxy for no more than one (1) other member at any meeting of the members. Once the non-member spouse has proxy voted for the member spouse, the member spouse shall not be eligible to vote or to proxy vote for another member at the meeting.~~

~~Except as otherwise provided in (b) above, no person shall vote as proxy for more than one (1) member at any meeting of the members. No proxy shall be valid after sixty (60) days from the date of execution if execution of a proxy is required. Except in the case of proxy voting by a non-member spouse, the presence of a member at a meeting of the members may revoke a proxy theretofore executed by him/her, and such member shall be entitled to vote at such meeting in the same manner and with the same effect as if he/she had not executed a proxy. Also, the presence of a member at a meeting of the members shall not automatically revoke a proxy theretofore given by the member; the first vote cast, whether the proxy vote or not, by the member shall be deemed the vote of the member at the meeting and no further or other vote shall be permitted by said member. Except as otherwise provided by the proxy voting herein, no member shall be allowed or permitted to transfer or assign their vote to any other member or non-member, natural or otherwise.~~

Amendment to last paragraph of Article III, Section 2

Purpose: Adjustment of limitation period for former employees who wish to serve on the Board.

No members, presently or formerly employed by the City of Murfreesboro Electric Department, the Cooperative or the Cooperative's subsidiaries, including but not limited to United Communications Holdings LLC and its subsidiaries and affiliates, shall be eligible to become or remain a Director, member of the Nominating Committee, or serve in any other capacity, either appointed or elected, or involving any Cooperative election for ~~five-ten~~ (5.10) years after the termination of such employment.
