

NOTICE OF BYLAW AMENDMENTS
July 20, 2023

To the Members of State Employees' Credit Union:

Notice is hereby given of an amendment to the bylaws of State Employees' Credit Union. On June 27, 2023, the Board of Directors of State Employees' Credit Union duly adopted the resolutions set forth below amending the bylaws of the organization. The Administrator of the North Carolina Credit Union Division approved the bylaw amendments on June 30, 2023. Pursuant to section 54-109.4 of the North Carolina General Statutes, the amendments became effective on June 30, 2023.

RESOLUTIONS

**AMENDING THE BYLAWS OF
STATE EMPLOYEES' CREDIT UNION**

WHEREAS, the board of directors (the "Board") of State Employees' Credit Union, a North Carolina credit union (the "Credit Union"), has determined that it is in the best interests of the Credit Union to amend the bylaws of the Credit Union (the "Bylaws") to (i) clarify that a member retains membership if the member leaves the field of membership, (ii) clarify that an annual meeting may be held in a virtual or remote format and to provide examples of such virtual or remote format options; (iii) authorize the Board to establish upon notice to the membership policies and procedures governing the order of business, format and conduct of the annual meeting, (iv) authorize the Board to develop policies governing suspension of services to a member, (v) add definitions for "composed primarily of individuals" and similar phrases and "co-partnerships," (vi) expand the definition of "members of the immediate family" to include grandparents, grandchildren, step parent, stepchildren, stepsiblings and adoptive relationships, and (vii) make certain other clarifying and technical changes, all as described below (the "Bylaw Amendments").

NOW, THEREFORE, LET IT BE:

RESOLVED, that Article III, Section 5 of the Bylaws shall be deleted in its entirety and replaced as follows:

Continuation of Membership. Members who leave the field of membership may retain their membership in the credit union.

RESOLVED, that Article IV, Section 6(e) of the Bylaws shall be deleted in its entirety and Sections 6(f) and 6(g) shall be redesignated Sections 6(e) and 6(f), respectively.

RESOLVED, that Article VIII, Section 1 of the Bylaws shall be amended to read in full as follows:

Fiscal Year; Annual Meeting. The fiscal year of this credit union shall end June 30. The annual meeting of the members shall be held prior to December 31 of each year at such time and place as the board of directors shall designate. For the purposes of this section, the term “place” includes a physical location, as well as a virtual or remote format. Options include: webcasts, teleconferences, virtual meeting rooms or similar means that permit members to listen, vote as necessary, and participate.

RESOLVED, that Article VIII, Section 2 of the Bylaws shall be amended to read in full as follows:

Notice. At least fifteen (15) days before the date of any annual meeting of the members, the secretary shall cause written notice thereof, including the order of business, rules of order to be followed, and any policies or procedures adopted by the board of directors pursuant to Article VIII, Section 6 below, to be handed to each member in person, mailed to each member at his/her address as the same appears on the records of this credit union or, for members who have agreed to receive notices electronically, delivered electronically to each member; except that if this credit union maintains an office that is readily accessible to members and wherein regular business hours are maintained, and the board so determines, notice of the annual meeting may be given by posting the notice thereof, in a conspicuous place in the office of this credit union and on the credit union’s website, if one is maintained, where it may be read by the members, at least 30 days prior to such meeting. If the meeting takes a virtual meeting format, the notice shall provide appropriate instructions for how to join, participate, and vote during the virtual meeting; provided, however, that any meeting of the members, whether annual or special, may be held without prior notice at any place or time, if all of the members entitled to vote thereat who are not present at such meeting shall in writing waive notice thereof, either before, during, or after the meeting.

RESOLVED, that Article VIII, Section 3 of the Bylaws shall be amended to read in full as follows:

Voting. The board of directors shall prescribe procedures to ensure that only credit union members may participate and vote during any regular or special meeting.

The members by a majority vote of all the shareholders shall have the power to review the acts and reverse the decisions of the Board of Directors of this Credit Union.

RESOLVED, that Article VIII, Section 5 of the Bylaws shall be amended to read in full as follows:

Quorum. Except as hereinafter provided, at annual or special meetings, whether in person or virtual, fifteen members shall constitute a quorum. If no quorum is present, an adjournment may be taken to a date not less than seven nor more than fifteen days thereafter; and the members present at any such adjourned meeting shall constitute a quorum, regardless of the number of members present. Notice of any adjourned meeting shall be given by the clerk in the manner prescribed in Section 2 of this Article not less than five days prior to the date of the meeting as fixed in the adjournment.

RESOLVED, that Article VIII, Section 6 of the Bylaws shall be amended to read in full as follows:

Order of Business and Meeting Format. The order of business, format and conduct of the meeting shall be subject to such policies and procedures as the board of directors adopts.

RESOLVED, that Article IX, Section 2 of the Bylaws shall be amended to read in full as follows:

Voting. After the nominations of the nominating committee have been placed before the members, the chairman shall call for nominations from the floor. When nominations are closed, tellers shall be appointed by the chairman, ballots shall be distributed, the vote shall be taken and tallied by the tellers, and the results announced. The board may adopt policies and procedures providing for nominations by petition from the membership in lieu of nominations from the floor. Notice of such policy and procedures must be given to the membership by posting the notice thereof, in a conspicuous place in the office of this credit union where it may be read by the members and on the credit union's website, if one is maintained, at least sixty (60) days before becoming effective. All elections shall be determined by the majority vote and shall be by ballot unless otherwise provided or when there is only one nominee for the office.

RESOLVED, that Article XX, Section 2 of the Bylaws shall be amended to read in full as follows:

Suspension of Services. The credit union may suspend all services other than the membership share account to a member who creates a loss to the credit union or otherwise engages in conduct detrimental to the best interests of the credit union. The board may establish by policy the circumstances triggering suspension of

services, the scope of services suspended, and the manner of effecting the suspension.

RESOLVED, that Article XXV, Section 2 of the Bylaws shall be amended to read in full as follows:

Other Terms. If included in the definition of the field of membership in the organization certificate of this credit union, or the Bylaws (Article III) the terms or expressions:

- a) “Composed primarily of individuals”, “composed primarily of such individuals” and “composed primarily of persons” means the referenced individuals or persons, as applicable, possess, directly or indirectly, the power to direct or cause the direction of the management and policies of the applicable entity, whether through the ownership of voting securities, as trustee or executor, by contract or otherwise, including the ownership, directly or indirectly, of securities having the power to elect a majority of the board of directors or similar body governing the affairs of such entity.
- b) “Co-partnerships” refers to partnerships, limited liability partnerships, limited partnerships, limited liability limited partnerships, limited liability companies, and other similar entities.
- c) "Members of the immediate family" include the following: spouse, child, sibling, parent, grandparent, grandchild, stepparent, stepchild, stepsibling, adoptive relationships, and persons living in the same residence maintaining a single economic unit.
- d) "Organization of such persons" means an organization or organizations composed primarily of persons who are within the field of membership of this credit union.

RESOLVED, that the Bylaw Amendments shall become effective, if at all, upon written approval by the Administrator of Credit Unions of the State of North Carolina (the “Administrator Approval”).

RESOLVED, that the President, the Assistant Corporate Secretary and any other officer of the Company (each such person, an “Authorized Officer”) be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Credit Union, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Corporate Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions.

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Secretary or the Assistant Corporate Secretary of the Credit Union be, and hereby is, authorized in the name and on behalf of the Credit Union, to file, upon receipt of the Administrator Approval, the Bylaw Amendments in the corporate records of the Credit Union, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth at length herein.